

INVITROGEN CORP
Form 4
June 02, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LUCIER GREGORY T

(Last) (First) (Middle)

1600 FARADAY AVENUE

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INVITROGEN CORP [IVGN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/31/2005		S ⁽¹⁾	1,500 D	\$ 79.7	76,762	D
Common Stock	05/31/2005		S ⁽¹⁾	1,000 D	\$ 79.66	75,762	D
Common Stock	05/31/2005		S ⁽¹⁾	500 D	\$ 79.62	75,262	D
Common Stock	05/31/2005		S ⁽¹⁾	100 D	\$ 79.53	75,162	D
Common Stock	05/31/2005		S ⁽¹⁾	100 D	\$ 79.52	75,062	D

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Common Stock	05/31/2005	<u>S</u> (1)	491	D	\$ 79.51	74,571	D
Common Stock	05/31/2005	<u>S</u> (1)	500	D	\$ 79.48	74,071	D
Common Stock	05/31/2005	<u>S</u> (1)	100	D	\$ 79.46	73,971	D
Common Stock	05/31/2005	<u>S</u> (1)	100	D	\$ 79.43	73,871	D
Common Stock	05/31/2005	<u>S</u> (1)	100	D	\$ 79.42	73,771	D
Common Stock	05/31/2005	<u>S</u> (1)	1,500	D	\$ 79.41	72,271	D
Common Stock	05/31/2005	<u>S</u> (1)	800	D	\$ 79.4	71,471	D
Common Stock	05/31/2005	<u>S</u> (1)	400	D	\$ 79.39	71,071	D
Common Stock	05/31/2005	<u>S</u> (1)	300	D	\$ 79.38	70,771	D
Common Stock	05/31/2005	<u>S</u> (1)	400	D	\$ 79.37	70,371	D
Common Stock	05/31/2005	<u>S</u> (1)	100	D	\$ 79.36	70,271	D
Common Stock	05/31/2005	<u>S</u> (1)	200	D	\$ 79.35	70,071	D
Common Stock	05/31/2005	<u>S</u> (1)	900	D	\$ 79.34	69,171	D
Common Stock	05/31/2005	<u>S</u> (1)	500	D	\$ 79.33	68,671	D
Common Stock	05/31/2005	<u>S</u> (1)	100	D	\$ 79.32	68,571	D
Common Stock	05/31/2005	<u>S</u> (1)	894	D	\$ 79.29	67,677	D
Common Stock	05/31/2005	<u>S</u> (1)	5,928	D	\$ 79.28	61,749	D
Common Stock	05/31/2005	<u>S</u> (1)	100	D	\$ 79.27	61,649	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCIER GREGORY T 1600 FARADAY AVENUE CARLSBAD, CA 92008	X		President & CEO	

Signatures

By: John A. Cottingham For: Gregory T. Lucier
Date: 06/02/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This sale is being conducted to cover the tax liability resulting from the vesting of Gregory T. Lucier's Restricted Stock Award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.