

Life Technologies Corp
 Form 4
 February 04, 2014

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 *
COTTINGHAM JOHN A

(Last) (First) (Middle)
 5791 VAN ALLEN WAY
 (Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Life Technologies Corp [LIFE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2014

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)
 Chief Legal Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	02/03/2014		D		8,231	D	\$ 76.1312
Common Stock <u>(1)</u>	02/03/2014		D		20,248	D	\$ 76.1312
Common Stock <u>(1)</u> <u>(2)</u>	02/03/2014		D		12,232.3	D	\$ 76.1312

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options	\$ 52	02/03/2014		D		40,567	03/01/2011	03/01/2020	Common Stock	40,567
Stock Options	\$ 48.91	02/03/2014		D		21,337	04/02/2013	04/02/2022	Common Stock	21,337
Stock Options	\$ 46.85	02/03/2014		D		26,894	05/15/2009	05/15/2018	Common Stock	26,894
Stock Options	\$ 38.43	02/03/2014		D		2,602	05/13/2006	05/13/2015	Common Stock	2,602
Stock Options	\$ 38.43	02/03/2014		D		15,398	05/13/2006	05/13/2015	Common Stock	15,398
Stock Options	\$ 35.87	02/03/2014		D		52,000	05/15/2008	05/15/2017	Common Stock	52,000
Stock Options	\$ 32.94	02/03/2014		D		3,036	05/12/2007	05/12/2016	Common Stock	3,036
Stock Options	\$ 32.94	02/03/2014		D		42,964	05/12/2007	05/12/2016	Common Stock	42,964
Stock Options	\$ 32.69	02/03/2014		D		3,058	05/14/2005	05/15/2014	Common Stock	3,058
Stock Options	\$ 32.69	02/03/2014		D		26,942	05/15/2005	05/14/2014	Common Stock	26,942
Stock Options	\$ 32.26	02/03/2014		D		18,000	11/14/2006	11/14/2015	Common Stock	18,000
Stock Options	\$ 31.26	02/03/2014		D		22,400	11/12/2005	11/12/2014	Common Stock	22,400
Stock Options	\$ 22.23	02/03/2014		D		74,224	11/21/2012	11/21/2018	Common Stock	74,224
Restricted Stock Units	Ⓐ	02/03/2014		D		9,292	04/01/2014	04/03/2017	Common Stock	9,292

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Restricted Stock Units	(1)	02/03/2014	D	3,067	04/02/2013	04/04/2016	Common Stock	3,067
Restricted Stock Units	(1)	02/03/2014	D	6,133	04/02/2013	04/04/2016	Common Stock	6,133
Restricted Stock Units	(1)	02/03/2014	D	5,629	04/01/2012	04/01/2021	Common Stock	5,629
Restricted Stock Units	(1)	02/03/2014	D	5,629	04/01/2012	04/01/2021	Common Stock	5,629
Restricted Stock	(1)	02/03/2014	D	1,285.43	01/07/2014	01/07/2017	Common Stock	1,285.43
Restricted Stock	(1)	02/03/2014	D	1,137.91	03/11/2014	03/11/2021	Common Stock	1,137.91

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTINGHAM JOHN A 5791 VAN ALLEN WAY CARLSBAD, CA 92008			Chief Legal Officer	

Signatures

John Cottingham 02/04/2014
 **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) On February 3, 2014, Thermo Fisher Scientific Inc., a Delaware corporation ("Thermo Fisher"), acquired the issuer pursuant to that certain merger agreement between issuer, Thermo Fisher and Polpis Merger Sub Co., a Delaware corporation and wholly owned subsidiary of Thermo Fisher ("Merger Sub"), dated as of April 14, 2013 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Thermo Fisher. At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$76.1311786 in cash (the "per-share merger consideration"). In addition, all outstanding options, performance restricted stock units and service-based restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes (other than certain service-based restricted stock units that were assumed by Thermo Fisher at the effective time of the Merger and converted into the right to receive a cash payment equal to the per-share merger consideration, which will vest and become payable following the effective time of the Merger in accordance with their original terms). The Merger is more fully described in the issuer's Proxy Statement filed with the SEC on July 22, 2013.

(2) Common stock issued under Deferred Compensation Plan.

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- (3) These Stock Options, which provided for vesting in four equal annual installments beginning on the first anniversary of the date of the grant, were canceled at the effective time of the Merger (whether vested or unvested) in exchange for a cash payment equal to the per-share merger consideration, less the exercise price of the option.

- (4) These service-based Restricted Stock Units, which provided for vesting in four equal annual installments beginning on the first anniversary of the date of the grant, were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration.

- (5) These service-based Restricted Stock Units, which provided for vesting in four equal annual installments beginning on the first anniversary of the date of the grant, were assumed by Thermo Fisher at the effective time of the Merger and converted into the right to receive a cash payment equal to the per-share merger consideration, which will vest and become payable following the effective time of the Merger in accordance with their original terms.

- (6) These service-based Restricted Stock Units, which were issued under the Deferred Compensation Plan matching program and provided for vesting on the third anniversary of the time the match was made, were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration.

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.