

Life Technologies Corp
Form 4
February 04, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price			
Common Stock <u>(1)</u>	02/03/2014		D		8,231	D	\$ 76.1312	0	D	
Common Stock <u>(1)</u>	02/03/2014		D		20,248	D	\$ 76.1312	0	I	By Trust
Common Stock <u>(1)</u> <u>(2)</u>	02/03/2014		D		12,232.3	D	\$ 76.1312	0	I	By Employee Benefit Plan Trust

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)
				Code	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	11	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.

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