

FLATLEY JAY T
Form 4
February 01, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FLATLEY JAY T

(Last) (First) (Middle)
9885 TOWNE CENTRE DRIVE
(Street)

SAN DIEGO, CA 92121-1975

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ILLUMINA INC [ILMN]

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/28/2010		S		20,700 ⁽¹⁾	D	\$ 36.329 ⁽²⁾
Common Stock	01/28/2010		S		4,000 ⁽¹⁾	D	\$ 37.383 ⁽³⁾
Common Stock	01/28/2010		S		300 ⁽¹⁾	D	\$ 38.246 ⁽⁴⁾
Common Stock ⁽⁵⁾	01/28/2010		A		25,000	A	\$ 0

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Common Stock	01/29/2010	F	2,100	D	\$ 36.69	526,725	D	
Common Stock	02/01/2010	F	2,334	D	\$ 37.24	524,391	D	
Common Stock						23,600	I	by Daughters

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 36.3	01/28/2010		A	225,000	02/28/2010 ⁽⁶⁾ 01/28/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLATLEY JAY T 9885 TOWNE CENTRE DRIVE SAN DIEGO, CA 92121-1975	X		President & CEO	

Signatures

By: Octavio Espinoza For: Jay T. Flatley
Date: 02/01/2010

**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) The sale was made pursuant to a 10b5-1 plan.

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- (2) Weighted average sale price representing 20,700 shares sold ranging from \$35.94 to \$36.93 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (3) Weighted average sale price representing 4,000 shares sold ranging from \$37.03 to \$37.86 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (4) Weighted average sale price representing 300 shares sold ranging from \$38.21 to \$38.28 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.

- Grant of restricted stock units which vest as follows: 15% of the Shares subject to the Award become vested one year from date of grant, 20% of the Shares subject to the Award become vested two years from date of grant, 30% of the Shares subject to the Award become vested three years from date of grant, 35% of the Shares subject to the Award become vested four years from date of grant, subject to Awardee's continuing to be a Service Provider on such dates.
- (5)

- One-forty eighth (1/48) of the Shares subject to the Option become exercisable on the date indicated above, subject to Optionee's continuing to be a Service Provider on such date. An additional one-forty eighth (1/48) of the Shares subject to the Option shall become exercisable each full month thereafter, subject to Optionee's continuing to be a Service Provider on such date.
- (6)

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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