

INVITROGEN CORP
Form 4
April 29, 2008

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 *
GIBSON KAREN

(Last) (First) (Middle)

5791 VAN ALLEN WAY

(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)
04/25/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Chief Information Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	04/25/2008	04/25/2008	M	V	3,213	A	\$ 0	10,190	D	
Common Stock	04/25/2008	04/25/2008	M	V	3,170	A	\$ 0	10,190	D	
Common Stock	04/25/2008	04/25/2008	S	V	300	D	\$ 91.04	9,890	D	
Common Stock	04/25/2008	04/25/2008	S	V	1,183	D	\$ 91.01	8,707	D	
Common Stock	04/25/2008	04/25/2008	S	V	100	D	\$ 91.16	8,607	D	

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Common Stock	04/25/2008	04/25/2008	S	V	200	D	\$ 91.06	8,407	D
Common Stock	04/25/2008	04/25/2008	S	V	400	D	\$ 91.23	8,007	D
Common Stock	04/25/2008	04/25/2008	S	V	800	D	\$ 91.11	7,207	D
Common Stock	04/25/2008	04/25/2008	S	V	400	D	\$ 91.05	6,807	D
Common Stock	04/25/2008	04/25/2008	S	V	2,600	D	\$ 91.25	4,207	D
Common Stock	04/25/2008	04/25/2008	S	V	100	D	\$ 91.17	4,107	D
Common Stock	04/25/2008	04/25/2008	S	V	100	D	\$ 91.12	4,007	D
Common Stock	04/25/2008	04/25/2008	S	V	200	D	\$ 91.22	3,807	D
Common Stock	04/25/2008	04/25/2008	S	V	567 ⁽³⁾	D	\$ 91.09	3,240	D

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

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(9-02)

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. Deemed Exercise Date (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award ⁽¹⁾	\$ 0	04/25/2008	04/25/2008	M	V 6,383	01/29/2008	<u>(2)</u>	Common Stock	6,383

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON KAREN 5791 VAN ALLEN WAY CARLSBAD, CA 92008			Chief Information Officer	

Signatures

/s/ Joseph W.
Secondine, Jr. 04/28/2008

__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) Shares exercised and sold from restricted stock award #R0008.
- (2) Once vested, restricted stock awards to not expire.
- (3) Employee Stock Purchase Plan shares.

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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