

APPLIED BIOSYSTEMS INC.

Form 4

November 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KERR BARBARA J

2. Issuer Name **and** Ticker or Trading
Symbol
APPLIED BIOSYSTEMS INC.
[ABI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
APPLIED BIOSYSTEMS INC., 850
LINCOLN CENTRE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2008

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Sr. V.P. - Human Resources

(Street)
FOSTER CITY, CA 94404

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

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

(City) (State) (Zip)

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
Applied Biosystems Group Common Stock	11/11/2008		M		54,000	A	\$ 25.575 75,802.9091
Applied Biosystems Group Common Stock	11/11/2008		M		10,000	A	\$ 25 85,802.9091
	11/11/2008		M		10,000	A	\$ 25 95,802.9091

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Applied
Biosystems
Group
Common
Stock

Applied
Biosystems
Group
Common
Stock

11/11/2008

M

51,000

A

\$ 20.85

146,802.9091 D

Applied
Biosystems
Group
Common
Stock

11/11/2008

M

41,336

A

\$ 15.54

188,138.9091 D

Applied
Biosystems
Group
Common
Stock

11/11/2008

M

10,000

A

\$ 15.54

198,138.9091 D

Applied
Biosystems
Group
Common
Stock

11/11/2008

M

10,000

A

\$ 15.54

208,138.9091 D

Applied
Biosystems
Group
Common
Stock

11/11/2008

M

47,664

A

\$ 20.185

255,802.9091 D

Applied
Biosystems
Group
Common
Stock

11/11/2008

M

62,250

A

\$ 21.475

318,052.9091 D

Applied
Biosystems
Group
Common
Stock

11/11/2008

S

296,250

D

\$
29.9321
(1)

21,802.9091 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 25.575	11/11/2008		M	54,000	<u>(2)</u> 03/26/2011	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 25	11/11/2008		M	10,000	08/16/2004 08/16/2011	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 25	11/11/2008		M	10,000	<u>(3)</u> 08/16/2011	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 20.85	11/11/2008		M	51,000	<u>(4)</u> 04/08/2012	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 15.54	11/11/2008		M	41,336	<u>(5)</u> 03/24/2013	Applied Biosystems Group Common Stock

Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 15.54	11/11/2008	M	10,000	<u>(6)</u>	03/24/2013	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 15.54	11/11/2008	M	10,000	<u>(7)</u>	03/24/2013	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 20.185	11/11/2008	M	47,664	<u>(8)</u>	06/17/2014	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 21.475	11/11/2008	M	62,250	<u>(9)</u>	06/02/2015	Applied Biosystems Group Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERR BARBARA J APPLIED BIOSYSTEMS INC. 850 LINCOLN CENTRE DRIVE FOSTER CITY, CA 94404			Sr. V.P. - Human Resources	

Signatures

/s/ Thomas P. Livingston, Attorney-In-Fact for Barbara J. Kerr

11/13/2008

****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).

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- (1) The price reported is the weighted average sale price in open market transactions at prices ranging from \$29.90 to \$29.98. The reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (2) These options originally became exercisable in four equal annual installments, commencing March 26, 2002. Effective January 20, 2005, the vesting of all of these options was accelerated. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that remained in effect for some of the shares until March 26, 2005.

- (3) These options originally became exercisable on or after the earlier of (a) August 16, 2006 or (b) two years after certain stock price targets were attained. The vesting of these options was accelerated effective January 20, 2005. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that was to remain in effect until the earlier of the original vesting date of those options or termination of the reporting person's employment with the issuer.

- (4) These options originally became exercisable in four equal annual installments, commencing April 8, 2003. Effective January 20, 2005, the vesting of all of these options was accelerated. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that remained in effect for some of the shares until April 8, 2006.

- (5) These options originally became exercisable in four equal annual installments, commencing March 24, 2004. Effective January 20, 2005, the vesting of all of these options was accelerated. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that remained in effect for some of the shares until March 24, 2007.

- (6) As originally granted, these options would have become exercisable on March 24, 2006. Effective June 2, 2005, the vesting of all of these options was accelerated. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that remained in effect until March 24, 2006.

- (7) These options originally became exercisable on or after the earlier of (a) March 24, 2008 or (b) two years after certain stock price targets were attained. The vesting of these options was accelerated effective January 20, 2005. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that was to remain in effect until the earlier of the original vesting date of those options or termination of the reporting person's employment with the issuer.

- (8) These options originally became exercisable in four equal annual installments, commencing June 17, 2005. Effective January 20, 2005, the vesting of all of these options was accelerated. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that remained in effect for some of the shares until June 17, 2008.

- (9) These options were fully vested and exercisable as of the grant date. However, shares acquired upon the exercise of these options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition). The transfer restriction was scheduled to lapse on 25% of the shares covered by the grant on each of the first four anniversaries of the grant date. Also, the transfer restriction would have lapsed in full upon termination of employment for any reason. However, all remaining restrictions were terminated on November 12, 2008.

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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