

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 *
ANDREWS RONALD ASBURY

(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)
 President, Medical Sciences

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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	02/03/2014		D	7,357	\$ 76.1312	0	D

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)

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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 or Number of Shares
Stock Options	\$ 48.99	02/03/2014		D		44,671		02/01/2013	02/01/2022	Common Stock	44,671
Stock Options	\$ 48.91	02/03/2014		D		21,337		04/02/2013	04/02/2022	Common Stock	21,337
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		3,067		04/02/2013	04/04/2016	Common Stock	3,067
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		6,133		04/02/2013	04/04/2016	Common Stock	6,133
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		4,259		04/01/2014	04/03/2017	Common Stock	4,259
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		12,776		04/01/2014	04/03/2017	Common Stock	12,776
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		7,144		02/01/2013	02/01/2016	Common Stock	7,144
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		3,572		02/01/2013	02/01/2016	Common Stock	3,572

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS RONALD ASBURY 5791 VAN ALLEN WAY CARLSBAD, CA 92008			President, Medical Sciences	

Signatures

John Cottingham, attorney-in-fact for Mr.
Andrews

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) 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.
- (3) 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.
- (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 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.

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.