

INVITROGEN CORP
Form 4
April 29, 2008

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 *
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
 Officer (give title below) Other (specify below)

Chief Information 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 Ownership (Instr. 4)
				(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.

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.

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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)	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	⁽²⁾	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. 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.