

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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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 *
RICHARD KELLI

2. Issuer Name and Ticker or Trading Symbol
Life Technologies Corp [LIFE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

5791 VAN ALLEN WAY

02/03/2014

Chief Accounting Officer

(Street)

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

CARLSBAD, CA 92008

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ ₍₂₎ | 02/03/2014 | | D | | 5,191.34 | D | \$ 76.1312 |
| | | | | | 0 | I | |
| Common Stock ⁽¹⁾ | 02/03/2014 | | D | | 12,831 | D | \$ 76.1312 |
| | | | | | 0 | D | |

By Employee Benefit Plan Trust

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

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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 of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 52 | 02/03/2014 | | D | | 20,283 | | 03/01/2011 | 03/01/2020 | Common Stock | 20,283 |
| Stock Options | \$ 48.91 | 02/03/2014 | | D | | 10,668 | | 04/02/2013 | 04/02/2022 | Common Stock | 10,668 |
| Stock Options | \$ 46.85 | 02/03/2014 | | D | | 12,806 | | 05/15/2009 | 05/15/2018 | Common Stock | 12,806 |
| Stock Options | \$ 44.49 | 02/03/2014 | | D | | 3,561 | | 09/01/2010 | 09/01/2019 | Common Stock | 3,561 |
| Stock Options | \$ 43.03 | 02/03/2014 | | D | | 3,000 | | 08/10/2006 | 08/10/2015 | Common Stock | 3,000 |
| Stock Options | \$ 35.87 | 02/03/2014 | | D | | 3,750 | | 05/15/2008 | 05/15/2017 | Common Stock | 3,750 |
| Stock Options | \$ 30.29 | 02/03/2014 | | D | | 3,750 | | 02/01/2008 | 02/01/2017 | Common Stock | 3,750 |
| Stock Options | \$ 29.15 | 02/03/2014 | | D | | 8,373 | | 03/01/2010 | 03/01/2019 | Common Stock | 8,373 |
| Restricted Stock Units | (1) | 02/03/2014 | | D | | 1,162 | | 04/01/2014 | 04/03/2017 | Common Stock | 1,162 |
| Restricted Stock Units | (1) | 02/03/2014 | | D | | 3,484 | | 04/01/2014 | 04/03/2017 | Common Stock | 3,484 |
| Restricted Stock Units | (1) | 02/03/2014 | | D | | 1,533 | | 04/02/2013 | 04/04/2016 | Common Stock | 1,533 |
| Restricted Stock Units | (1) | 02/03/2014 | | D | | 3,066 | | 04/02/2013 | 04/04/2016 | Common Stock | 3,066 |
| Restricted Stock Units | (1) | 02/03/2014 | | D | | 2,815 | | 04/01/2012 | 04/01/2021 | Common Stock | 2,815 |

| | | | | | | | | |
|------------------------|-----|------------|---|--------|------------|------------|------------------|--------|
| Restricted Stock Units | (1) | 02/03/2014 | D | 2,814 | 04/01/2012 | 04/01/2021 | Common Stock | 2,814 |
| Restricted Stock | (1) | 02/03/2014 | D | 568.55 | 01/07/2014 | 01/07/2017 | Restricted Stock | 568.55 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHARD KELLI 5791 VAN ALLEN WAY CARLSBAD, CA 92008 | | | Chief Accounting Officer | |

Signatures

John Cottingham, attorney-in-fact for Ms. Richard
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) Common stock issued under Deferred Compensation Plan.
- (3) 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.
- (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 canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration.
- (5) 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.
- (6) These service-based Restricted Stock Units, which were issued under the Deferred Compensation Plan matching program and provided for vesting on the third anniversary of the time the match was made, were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration.

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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