

Whitaker Raymond J
Form 4
February 17, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Whitaker Raymond J

2. Issuer Name and Ticker or Trading Symbol
FLUIDIGM CORP [FLDM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2011

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

45 ROCKEFELLER PLAZA,
SUITE 1410

(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

NEW YORK, NY 10111

(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			
Common Stock	02/15/2011	02/15/2011	C ⁽¹⁾		47,400	A	②	47,400	I	See Footnotes (3) (4)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾		320,063	A	②	367,463	I	See Footnotes (3) (4)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾		66,991	A	②	434,454	I	See Footnotes (3) (4)
Common Stock	02/15/2011	02/15/2011	C ⁽¹⁾		47,400	A	②	481,854	I	See Footnotes

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Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾	320,063	A	<u>(2)</u>	801,917	I	(4) (6) See Footnotes (4) (6)
Common Stock	02/15/2011	02/15/2011	C ⁽⁵⁾	66,991	A	<u>(2)</u>	868,908	I	See Footnotes (4) (6)

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

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SEC 1474 (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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Series E Preferred Stock	<u>(2)</u>	02/15/2011	02/15/2011	C	47,400	<u>(7)</u> <u>(7)</u>	Common Stock	47,400
Series C Preferred Stock	<u>(2)</u>	02/15/2011	02/15/2011	C	320,063	<u>(8)</u> <u>(8)</u>	Common Stock	320,063
Series D Preferred Stock	<u>(2)</u>	02/15/2011	02/15/2011	C	66,991	<u>(8)</u> <u>(8)</u>	Common Stock	66,991
Series E Preferred Stock	<u>(2)</u>	02/15/2011	02/15/2011	C	47,400	<u>(7)</u> <u>(7)</u>	Common Stock	47,400
Series C Preferred Stock	<u>(2)</u>	02/15/2011	02/15/2011	C	320,063	<u>(8)</u> <u>(8)</u>	Common Stock	320,063
Series D Preferred Stock	<u>(2)</u>	02/15/2011	02/15/2011	C	66,991	<u>(8)</u> <u>(8)</u>	Common Stock	66,991

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitaker Raymond J 45 ROCKEFELLER PLAZA, SUITE 1410 NEW YORK, NY 10111		X		

Signatures

/s/ William Smith,
attorney-in-fact

02/15/2011

 **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) Represents shares of Common Stock issued upon conversion of shares of Series E Preferred Stock on a 1-for-1.300053676865 basis.
- (2) Not applicable.
- (3) EuclidSR Partners, L.P., is the record holder of the securities reported.
- (4) Mr. Whitaker, the reporting person, is a member of the Board of Directors of the Issuer and shares voting and investment power with Graham D.S. Anderson, Milton J. Pappas and Stephen K. Reidy, each of whom is a general partner of EuclidSR Associates, L.P., the general partner of EuclidSR Partners, L.P. Mr. Whitaker and each of the other general partners of EuclidSR Associates, L.P. disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Represents shares of Common Stock issued upon the conversion of shares of Series C Preferred Stock or Series D Preferred Stock on a 1-for-1 basis.
- (6) EuclidSR Biotechnology Partners, L.P. is the record holder of the securities reported.
- (7) Each share of Series E Preferred Stock automatically converted into 1.300053676865 share of Common Stock on February 15, 2011, the closing date of the Issuer's initial public offering (the "Closing") and has no expiration date.
- (8) Each share of Series C Preferred Stock or Series D Preferred Stock automatically converted into one share of Common Stock on the Closing and has no expiration date.

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.