INVITROGEN CORP

Form 4 May 19, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

RICHARD KELLI

(First) (Middle) (Last)

(Street)

5791 VAN ALLEN WAY

CARLSBAD, CA 92008

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol INVITROGEN CORP [IVGN]

3. Date of Earliest Transaction

05/15/2008

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

2005 Estimated average

burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Director 10% Owner Other (specify

X_ Officer (give title below) below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

Issuer

(City) (State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3.

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number 4. Code Securities

6. Date Exercisable and Transaction of Derivative Expiration Date (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)				
				Code	V	(A) (D) Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Non-Qualified Stock Options	\$ 93.7	05/15/2008	05/15/2008	A	V	6,403	05/15/2009	05/15/2018	Common Stock	6,4
Restricted Stock units (2)	\$ 0	05/15/2008	05/15/2008	A	V	533	05/15/2009	05/15/2018	Common Stock	53

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

/s/ Joseph W. Secondine, POA 05/19/2008

**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) Option grant # F080564.
- (2) Option grant # F080688.

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.

Reporting Owners 2