

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 *
MATRICARIA RONALD A

(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)

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 Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	02/03/2014		D	70,000 D \$ 76.1312	0	D	

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)

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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
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		3,053		04/24/2014	04/24/2023	Common Stock	3,053
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		4,888		04/26/2013	04/26/2022	Common Stock	4,888
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		4,021		04/28/2012	04/28/2021	Common Stock	4,021
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		4,052		04/29/2011	04/29/2020	Common Stock	4,052
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		6,033		04/30/2010	04/30/2019	Common Stock	6,033
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		3,742		04/30/2009	04/30/2018	Common Stock	3,742
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		7,228		04/21/2006	04/21/2015	Common Stock	7,228
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		2,000		04/24/2007	04/24/2016	Common Stock	2,000
Stock Options	\$ 35.53	02/03/2014		D		14,000		04/21/2006	04/21/2015	Common Stock	14,000
Stock Options	\$ 31.86	02/03/2014		D		14,000		04/24/2007	04/24/2016	Common Stock	14,000
Stock Options	\$ 26.29	02/03/2014		D		20,000		07/22/2006	07/22/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MATRICARIA RONALD A
5791 VAN ALLEN WAY X
CARLSBAD, CA 92008

Signatures

John Cottingham, attorney-in-fact for Mr. Matricaria 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 service-based Restricted Stock Units 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.

(3) These Stock Options 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.

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