

Life Technologies Corp
Form 4
February 04, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hoffmeister David F

(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
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial 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

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 <u>(1)</u>	02/03/2014		D		84,804	D	\$ 76.1312	0	D
Common Stock <u>(1)</u> <u>(2)</u>	02/03/2014		D		27,465.93	D	\$ 76.1312	0	I
									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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options	\$ 52	02/03/2014		D		67,613		03/01/2011	03/01/2020	Common Stock	67,613
Stock Options	\$ 48.91	02/03/2014		D		35,561		04/02/2013	04/02/2022	Common Stock	35,561
Stock Options	\$ 46.85	02/03/2014		D		28,814		05/15/2009	05/15/2018	Common Stock	28,814
Stock Options	\$ 38.43	02/03/2014		D		2,602		05/13/2006	05/13/2015	Common Stock	2,602
Stock Options	\$ 38.43	02/03/2014		D		27,398		05/13/2006	05/13/2015	Common Stock	27,398
Stock Options	\$ 35.87	02/03/2014		D		48,000		05/15/2008	05/15/2017	Common Stock	48,000
Stock Options	\$ 32.94	02/03/2014		D		3,036		05/12/2007	05/12/2016	Common Stock	3,036
Stock Options	\$ 32.94	02/03/2014		D		54,964		05/12/2007	05/12/2016	Common Stock	54,964
Stock Options	\$ 32.26	02/03/2014		D		30,000		11/14/2006	11/14/2015	Common Stock	30,000
Stock Options	\$ 27.5	02/03/2014		D		14,544		10/13/2005	10/13/2014	Common Stock	14,544
Stock Options	\$ 27.5	02/03/2014		D		192,728		10/13/2005	10/13/2014	Common Stock	192,728
Stock Options	\$ 22.23	02/03/2014		D		124,831		11/21/2009	11/21/2008	Common Stock	124,831
Restricted Stock Units	<u>1</u>	02/03/2014		D		9,382		04/01/2012	04/01/2021	Common Stock	9,382
Restricted Stock Units	<u>1</u>	02/03/2014		D		9,382		04/01/2012	04/01/2021	Common Stock	9,382
Restricted Stock	<u>1</u>	02/03/2014		D		5,111		04/02/2013	04/04/2016	Common Stock	5,111

Units

Restricted
Stock
Units

(1)

02/03/2014

D

10,222

04/02/2013 04/04/2016

Common
Stock

10,2

Restricted
Stock
Units

(1)

02/03/2014

D

15,487

04/01/2014 04/03/2017

Common
Stock

15,4

Restricted
Stock

(1)

02/03/2014

D

1,549.93

01/07/2014 01/07/2017

Common
Stock

1,549

Restricted
Stock

(1)

02/03/2014

D

788.21

03/15/2016 03/15/2016

Common
Stock

788

Restricted
Stock

(1)

02/03/2014

D

824.21

03/09/2015 03/09/2015

Common
Stock

824

Restricted
Stock

(1)

02/03/2014

D

2,097.11

03/11/2014 03/11/2021

Common
Stock

2,097

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Hoffmeister David F
5791 VAN ALLEN WAY
CARLSBAD, CA 92008

Chief Financial Officer

Signatures

John Cottingham, attorney-in-fact for Mr.
Hoffmeister

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)

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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 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.

- (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 canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration.

- (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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