

Life Technologies Corp  
 Form 4  
 February 04, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 \*  
**RICHARD KELLI**

(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)  
 Chief Accounting Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup> <sub>(2)</sub>	02/03/2014		D		5,191.34	D	\$ 76.1312
Common Stock <sup>(1)</sup>	02/03/2014		D		12,831	D	\$ 76.1312

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	<u>(1)</u>	02/03/2014		D		1,162		04/01/2014	04/03/2017	Common Stock	1,162
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		3,484		04/01/2014	04/03/2017	Common Stock	3,484
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		1,533		04/02/2013	04/04/2016	Common Stock	1,533
Restricted Stock Units	<u>(1)</u>	02/03/2014		D		3,066		04/02/2013	04/04/2016	Common Stock	3,066
Restricted Stock Units	<u>(1)</u>	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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