NANOGEN INC Form 4 June 13, 2005

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

NANOGEN INC [NGEN]

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person * WHALEN ROBERT E

(First) (Middle) (Last)

(State)

06/09/2005

10398 PACIFIC CENTER CT.

(Street) 4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

06/09/2005

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

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

4. Securities Acquired 5. Amount of

SAN DIEGO, CA 92121

(City)

1.Title of

Security

(Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

anv

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

Beneficially Owned Following Reported

Securities

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

6,812

17,079

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: NANOGEN INC - Form 4

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transactio | 5. Mumber | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Underlying Securities | | |
|----------------------------|------------------------------------|--------------------------------------|-------------------------------|------------------|---|---|--------------------|--|-------------------------------------|--|
| Security | or Exercise | (Wionth/Day/Tear) | any | Code | of | | Month/Day/Year) | | (Instr. 3 and 4) | |
| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | , | | | |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Non-Qualified Stock Option | \$ 3.5 | | | | | <u>(1)</u> | 04/26/2012 | Common Stock | 25,000 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHALEN ROBERT E 10398 PACIFIC CENTER CT. X SAN DIEGO, CA 92121

Signatures

/S/ Robert 06/13/2005 Whalen

**Signature of Date Reporting Person

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) 25% of the shares become exercisable one year from date of grant, and the remainder become exercisable ratably on a monthly basis subsequent to that date ending four years from date of grant.

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