

KERR BARBARA J

Form 4

November 21, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KERR BARBARA J

2. Issuer Name **and** Ticker or Trading
Symbol
APPLIED BIOSYSTEMS INC.
[ABI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
APPLIED BIOSYSTEMS INC., 850
LINCOLN CENTRE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2008

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr. V.P. - Human Resources

(Street)
FOSTER CITY, CA 94404

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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
Applied Biosystems Group Common Stock	11/19/2008		M		20,750	A	\$ 21.475 42,552.9091 D
Applied Biosystems Group Common Stock	11/19/2008		S		20,750	D	\$ 28.6573 21,802.9091 D

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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)

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 Security (Instr. 3 and 4)	8. Date Exercisable Expiration Date	9. Title	10. Amount or Number of Shares
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 21.475	11/19/2008		M	20,750	(2) 06/02/2015	Applied Biosystems Group Common Stock			20,750

Reporting Owners

Reporting Owner Name / Address	Relationships
KERR BARBARA J APPLIED BIOSYSTEMS INC. 850 LINCOLN CENTRE DRIVE FOSTER CITY, CA 94404	Director 10% Owner Officer Sr. V.P. - Human Resources

Signatures

/s/ Thomas P. Livingston, Attorney-In-Fact for Barbara J. Kerr 11/21/2008

**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).

The price reported is the weighted average sale price in open market transactions at prices ranging from \$28.69 to \$28.65. The reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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These options were fully vested and exercisable as of June 2, 2005, the grant date. However, shares acquired upon the exercise of these options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition). The transfer

- (2) restriction was scheduled to lapse on 25% of the shares covered by the grant on each of the first four anniversaries of the grant date. Also, the transfer restriction would have lapsed in full upon termination of employment for any reason. However, all remaining restrictions were terminated on November 12, 2008.

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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