Life Technologies Corp
Form 4
February 04, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LUCIER GREGORY T

(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)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive 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 (1)	02/03/2014		D		456,046	D	$ 76.1312	0	I	By Trust
Common Stock (1)	02/03/2014		D		28,945	D	$ 76.1312	0	D	
Common Stock (1) (2)	02/03/2014		D		81,071.86	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 Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Options	$ 52	02/03/2014		D			243,407	03/01/2011	03/01/2020	Common Stock	243,4
Stock Options	$ 48.91	02/03/2014		D			160,028	04/02/2013	04/02/2022	Common Stock	160,0
Stock Options	$ 38.43	02/03/2014		D			85,000	05/13/2006	05/13/2015	Common Stock	85,0
Stock Options	$ 37.33	02/03/2014		D			210,000	03/01/2007	03/01/2016	Common Stock	210,0
Stock Options	$ 32.69	02/03/2014		D			92,768	05/14/2005	05/14/2014	Common Stock	92,7
Stock Options	$ 32.26	02/03/2014		D			85,000	11/14/2006	11/14/2015	Common Stock	85,0
Stock Options	$ 31.26	02/03/2014		D			70,000	11/12/2005	11/12/2014	Common Stock	70,0
Stock Options	$ 22.23	02/03/2014		D			485,829	11/21/2012	11/14/2018	Common Stock	485,8
Restricted Stock Units	(1)	02/03/2014		D			17,423	04/01/2014	04/03/2017	Common Stock	17,4
Restricted Stock Units	(1)	02/03/2014		D			52,268	04/01/2014	04/03/2017	Common Stock	52,2
Restricted Stock Units	(1)	02/03/2014		D			69,003	04/02/2013	04/04/2016	Common Stock	69,0
Restricted Stock Units	(1)	02/03/2014		D			75,060	04/01/2012	04/01/2021	Common Stock	75,0
	(1)	02/03/2014		D			6,427.15	01/07/2014	01/07/2017		6,427

Restricted Stock							Common Stock	
Restricted Stock	(1)	02/03/2014	D	2,136.08	03/15/2016	03/15/2016	Common Stock	2,136
Restricted Stock	(1)	02/03/2014	D	2,106.14	03/09/2015	03/09/2015	Common Stock	2,106
Restricted Stock	(1)	02/03/2014	D	3,494.84	03/11/2014	03/11/2021	Common Stock	3,494

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCIER GREGORY T 5791 VAN ALLEN WAY CARLSBAD, CA 92008	X		Chief Executive Officer	

Signatures

John Cottingham, attorney-in-fact for Mr. Lucier	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) Shares held in the Greg T. and Marilena Lucier Revocable Living Trust.

(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 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.

(7) 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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