

APPLERA CORP  
Form 8-K  
November 23, 2005

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**November 17, 2005**

Date of report (Date of earliest event reported)

**APPLERA CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation)

**1-4389**  
(Commission  
file number)  
**301 Merritt 7**

**06-1534213**  
(IRS Employer  
Identification No.)

**Norwalk, Connecticut 06851**  
(Address of Principal Executive Offices, Including Zip Code)

**(203) 840-2000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 1.01. Entry into a Material Definitive Agreement.**

(a)(1) Grants of Restricted Stock Units. At a meeting of the Management Resources Committee (the "MRC") of the Board of Directors of Applera Corporation (the "Company") held on November 17, 2005, the MRC approved the grant of restricted stock units ("RSUs") relating to shares of Applera Corporation "Applied Biosystems Group Common Stock ("Applied Biosystems Stock") to some employees of the Company and its subsidiaries pursuant to the Applera Corporation/Applied Biosystems Group Amended and Restated 1999 Stock Incentive Plan. The action of the MRC included grants of the following number of RSUs to the following executive officers of the Company:

| <u>Executive Officer</u>   | <u>Number of<br/>RSUs</u> |
|--|---------------------------|
| Tony L. White<br>Chairman, President<br>and Chief Executive Officer                        | 88,800                    |
| Catherine M. Burzik<br>Senior Vice President and<br>President,<br>Applied Biosystems Group | 43,200                    |
| Ugo D. DeBlasi<br>Vice President and Controller  | 12,000                    |
| Dennis A. Gilbert<br>Vice President  | 19,200                    |
| Barbara J. Kerr<br>Vice President, Human Resources   | 25,200                    |
| Sandeep Nayyar<br>Assistant Controller   | 15,600                    |
| William B. Sawch<br>Senior Vice President and<br>General Counsel                           | 31,200                    |
| Dennis L. Winger<br>Senior Vice President and<br>Chief Financial Officer                   | 31,200                    |

Each RSU represents the right to receive one share of Applied Biosystems Stock at the time the RSU vests. The RSUs granted to the Company's executive officers generally vest in four increments of up to 25% of the total amount following the end of fiscal years 2006, 2007, 2008, and 2009, based on the attainment of revenue objectives for the Applied Biosystems Group established by the MRC for each of these fiscal years. Any RSUs as to which the vesting targets have not been attained will be forfeited. RSUs that have not vested will be forfeited and revert back to the Company upon termination of employment with the Company or a subsidiary for any reason, although the MRC has the discretion to modify the vesting requirements based on individual circumstances. Prior to the vesting of the RSUs, the recipient will not be deemed to be the holder of, or have any of the rights of a holder with respect to, any shares of Applied Biosystems Stock deliverable with respect to the RSUs.

(2) Amendment to Deferred Compensation Plan. On November 17, 2005, the Board of Directors of the Company approved an amendment to the Applera Corporation Deferred Compensation Plan (Amended and Restated Effective as of January 1, 2002) (the "Plan"). The purpose of the amendment is to provide for the limited exception to the timing of deferrals under the Plan as permitted by Internal Revenue Service Notice 2005-1, Q&A-21.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**APPLERA CORPORATION**

By: /s/ Dennis L. Winger  
Dennis L. Winger  
Senior Vice President and  
Chief Financial Officer

Dated: November 23, 2005

---