

FAULKNER DARYL  
Form 4  
August 25, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
FAULKNER DARYL

(Last) (First) (Middle)

1600 FARADAY AVENUE

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INVITROGEN CORP [IVGN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/23/2005

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)  
Sr. VP

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                    | 08/23/2005                           |  | M                              | 4,200 D \$ 81.98  | 70,260  | D  |  |
| Common Stock                    | 08/23/2005                           |  | M                              | 7,700 D \$ 81.97  | 62,560  | D  |  |
| Common Stock                    | 08/23/2005                           |  | M                              | 6,700 D \$ 81.95  | 55,860  | D  |  |
| Common Stock                    | 08/23/2005                           |  | M                              | 1,000 D \$ 81.93  | 54,860  | D  |  |
| Common Stock                    | 08/23/2005                           |  | M                              | 10,200 D \$ 81.92   | 44,660  | D  |  |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 08/23/2005 | M | 5,476 | D | \$ 81.91 | 39,184 | D |
| Common Stock | 08/23/2005 | M | 400   | D | \$ 81.89 | 38,784 | D |
| Common Stock | 08/23/2005 | M | 9,300 | D | \$ 81.88 | 29,484 | D |
| Common Stock | 08/23/2005 | M | 5,000 | D | \$ 81.86 | 24,484 | D |
| Common Stock | 08/23/2005 | M | 2,500 | D | \$ 81.85 | 21,984 | D |
| Common Stock | 08/23/2005 | M | 4,700 | D | \$ 81.83 | 17,284 | D |
| Common Stock | 08/23/2005 | M | 1,500 | D | \$ 81.82 | 15,784 | D |
| Common Stock | 08/23/2005 | M | 4,000 | D | \$ 81.8  | 11,784 | D |
| Common Stock | 08/23/2005 | M | 2,500 | D | \$ 81.78 | 9,284  | D |

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

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(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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 31.84   | 08/23/2005                           |  | M                              | 4,275   | <u>(1)</u>   | 04/25/2012  | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 31.84   | 08/23/2005                           |  | M                              | 3,800   | <u>(1)</u>   | 04/25/2012  | Common Stock |

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|   |           |            |   |        |                       |            |              |
|---|-----------|------------|---|--------|-----------------------|------------|--------------|
| Non-Qualified Stock Option (right to buy) | \$ 31.84  | 08/23/2005 | M | 1,285  | <u>(1)</u>            | 04/25/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.51  | 08/23/2005 | M | 3,125  | <u>(2)</u>            | 09/06/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 33,440 | <u>(3)</u>            | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 1,800  | <u>(3)</u>            | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 4,200  | <u>(3)</u>            | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 7,700  | <u>(3)</u>            | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 6,700  | <u>(3)</u>            | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 1,000  | <u>(3)</u>            | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 10,200 | 10/11/2005 <u>(3)</u> | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 5,476  | 10/11/2005 <u>(3)</u> | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 400    | 10/11/2005 <u>(3)</u> | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 9,300  | 10/11/2005 <u>(3)</u> | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 5,000  | 10/11/2005 <u>(3)</u> | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 56.875 | 08/23/2005 | M | 2,500  | 10/11/2005 <u>(3)</u> | 10/11/2010 | Common Stock |
| Non-Qualified Stock Option                | \$ 56.875 | 08/23/2005 | M | 4,700  | 10/11/2005 <u>(3)</u> | 10/11/2010 | Common Stock |

(right to buy)

|   |           |            |   |        |                           |            |                 |
|---|-----------|------------|---|--------|---------------------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 56.875 | 08/23/2005 | M | 1,500  | 10/11/2005 <sup>(3)</sup> | 10/11/2010 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 56.875 | 08/23/2005 | M | 2,750  | 10/11/2005 <sup>(3)</sup> | 10/11/2010 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 61.05  | 08/23/2005 | M | 8,215  | <sup>(4)</sup>            | 10/15/2013 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 61.05  | 08/23/2005 | M | 3,500  | <sup>(4)</sup>            | 10/15/2013 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 61.05  | 08/23/2005 | M | 10,160 | <sup>(4)</sup>            | 10/15/2013 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 65.38  | 08/23/2005 | M | 1,250  | <sup>(5)</sup>            | 05/14/2014 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 65.38  | 08/23/2005 | M | 2,500  | 05/14/2005 <sup>(5)</sup> | 05/14/2014 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FAULKNER DARYL<br>1600 FARADAY AVENUE<br>CARLSBAD, CA 92008 |               |           | Sr. VP  |       |

## Signatures

By: John A. Cottingham For: Daryl J.  
Faulkner 08/25/2005

\_\_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) Option vests over a 4-year period, 25% vesting on April 25, 2003, and 75% vesting quarterly thereafter through April 25, 2006, contingent upon continued service to Invitrogen.
- (2) Option vests over a 4-year period, 25% vesting on September 6, 2003, and 75% vesting quarterly thereafter through September 6, 2006, contingent upon continued service to Invitrogen.
- (3) Option vesting is over a 5-year period, 40% vesting on October 11, 2002, and 60% vesting monthly thereafter through October 11, 2005, contingent upon continued service to Invitrogen.

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- (4) Option vests over a 4-year period, 25% vesting on October 15, 2004, and 75% vesting quarterly thereafter through October 15, 2007, contingent upon continued service to Invitrogen.
- (5) Option vesting is over a 4-year period, vesting 25% on each anniversary of the May 14, 2004 grant date, contingent upon continued service to Invitrogen.

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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