

MetaMorphix Inc.
Form 3
June 30, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â APPLERA CORP | | | (Month/Day/Year) | MetaMorphix Inc. [N/A] | |
| (Last) | (First) | (Middle) | 06/30/2005 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 301 MERRITT 7 | | | | (Check all applicable) | |
| (Street) | | | | ___ Director | ___X___ 10% Owner |
| NORWALK,Â CTÂ 06851-1070 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (give title below) | (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 Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

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| | | | | | | | |
|--|--------------|--------------|---|----------------------|-----------------|---|--|
| Series E Convert. Pref. Stock, par value \$0.001 per share | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock, par value \$0.001 per share | 8,750,000 <u>(2)</u> | \$ 4 <u>(2)</u> | D | Â |
| Director Stock Options-Right to Buy | Â <u>(3)</u> | 07/17/2011 | Common Stock, par value \$0.001 per share | 40,000 | \$ 0.02 | I | Executive officer of reporting person <u>(4)</u> |
| Director Stock Options-Right to Buy | Â <u>(3)</u> | 09/05/2012 | Common Stock, par value \$0.001 per share | 2,459 | \$ 0.02 | I | Executive officer of reporting person <u>(4)</u> |
| Director Stock Options-Right to Buy | Â <u>(3)</u> | 01/01/2013 | Common Stock, par value \$0.001 per share | 7,500 | \$ 0.02 | I | Executive officer of reporting person <u>(4)</u> |
| Director Stock Options-Right to Buy | Â <u>(3)</u> | 01/01/2013 | Common Stock, par value \$0.001 per share | 2,813 | \$ 0.02 | I | Executive officer of reporting person <u>(4)</u> |
| Director Stock Options-Right to Buy | Â <u>(3)</u> | 09/03/2013 | Common Stock, par value \$0.001 per share | 70,000 | \$ 0.02 | I | Executive officer of reporting person <u>(4)</u> |
| Director Stock Options-Right to Buy | Â <u>(3)</u> | 01/01/2014 | Common Stock, par value \$0.001 per share | 10,000 | \$ 4 | I | Executive officer of reporting person <u>(4)</u> |
| Director Stock Options-Right to Buy | Â <u>(3)</u> | 01/01/2014 | Common Stock, par value \$0.001 per share | 5,000 | \$ 4 | I | Executive officer of reporting person <u>(4)</u> |
| Director Stock Options-Right to Buy | Â <u>(3)</u> | 01/01/2015 | Common Stock, par value \$0.001 per share | 10,000 | \$ 4 | I | Executive officer of reporting person <u>(4)</u> |
| | Â <u>(3)</u> | 01/01/2015 | | 1,250 | \$ 4 | I | |

Director Stock
Options-Right to Buy

Common
Stock, par
value
\$0.001 per
share

Executive officer
of reporting
person ⁽⁴⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| APPLERA CORP 301 MERRITT 7 NORWALK, CT 06851-1070 | ^ | ^ X | ^ | ^ |

Signatures

Thomas Livingston, Secretary, on behalf of Applera Corporation

06/30/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series E Convertible Preferred Stock, par value \$0.001 (the "Series E Stock"), is convertible at the discretion of the reporting person at any time. The Series E Stock will automatically convert into the issuer's Common Stock upon the closing of an initial public offering of the issuer's Common Stock that meets criteria specified in the terms and conditions of the Series E Stock.

(2) The reporting person owns 2,000,000 shares of Series E Stock. These shares are convertible into 8,750,000 shares of the issuer's Common Stock, par value \$0.001, without the payment of additional consideration, based on a liquidation value of \$17.50 per share of Series E Stock and a current conversion price of \$4.00 for each share of Common Stock into which the Series E Stock converts. Pursuant to the terms of the Series E Stock, this conversion price could change based on actions taken by the issuer relating to the issuance of additional equity securities, and if this were to occur the number of shares into which the Series E Stock is convertible would change. Also, the number of shares of Common Stock into which the Series E Stock is convertible, and the price at which the Series E Stock would convert into Common Stock, is subject to adjustment to reflect changes in the issuer's capital stock such as stock splits, reverse stock splits, stock dividends, and similar events.

(3) These stock options are fully vested and exercisable.

(4) These stock options were issued by the issuer to an executive officer of the reporting person as compensation for the executive officer's service on the issuer's board of directors and committees thereof. The reporting person's executive officer previously served in such capacities as a nominee of the reporting person, although he is no longer a member of the issuer's board of directors or any committees thereof. These stock options are not transferable to the reporting person, but the executive officer and the reporting person have an understanding that if any economic benefit were to be realized from the exercise of these stock options, then that benefit would be transferred to the reporting person.

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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