

LUCIER GREGORY T  
Form 4  
March 05, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
Life Technologies Corp [LIFE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5791 VAN ALLEN WAY

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

(Street)  
CARLSBAD, CA 92008

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Code V Amount Price                                    |                                                                                               |                                                          |                                                       |
| Common Stock <u>(1)</u>         | 03/01/2013                           | 03/01/2013                                         | M                              | 70,588 A \$ 59.54                                                 | 490,425                                                                                       | I                                                        | Trust                                                 |
| Common Stock <u>(2)</u>         | 03/01/2013                           | 03/01/2013                                         | F                              | 34,379 D \$ 59.54                                                 | 456,046                                                                                       | I                                                        | Trust                                                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 22,403.9                                                                                      | I                                                        | Deferred Comp                                         |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

SEC 1474 (9-02)

number.

**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 of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Restricted Stock Units <sup>(1)</sup>      | \$ 0                                                   | 03/01/2013                           | 03/01/2013                                         | M                              | 70,588                                                                                  | 03/01/2013 03/01/2020                                    | Common Stock 70,588                                           |

## Reporting Owners

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

## Signatures

/s/ David L. Szekeres, POA 03/05/2013

\_\_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) Vesting of shares under Restricted Stock Unit grant #F100034.

(2) Shares withheld to cover tax liability from vesting of Restricted Stock Unit grant #F100034. The 36,209 net shares remaining after such withholding were not traded in this transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. The date of this prospectus until the termination of this offering (except for information contained in any such filing where we indicate that such information is being furnished and not filed under the Exchange Act), as well as the following documents:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed with the SEC on March 8, 2007;
- our Definitive Proxy Statement, filed with the SEC on April 10, 2007;
- our Current Report on Form 8-K filed with the SEC on March 27, 2007; and

the description of our common stock contained in our Registration Statement on Form 8-A, filed with the SEC on September 8, 2000, and any further amendment or report filed hereafter for the purpose of updating such description.

This prospectus may contain information that updates, modifies or is contrary to information in one or more of the documents incorporated by reference into this prospectus. Reports we file with the SEC after the date of this prospectus may also contain information that updates, modifies or is contrary to information in this prospectus or in documents incorporated by reference into this prospectus. Investors should review these reports as they may disclose a change in our business, prospects, financial condition or other

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affairs after the date of this prospectus.

You may request a copy of any of these filings, at no cost to you, by writing or telephoning us at the following address and telephone number: Introgen Therapeutics, Inc., 301 Congress Avenue, Suite 1850, Austin, Texas 78701; telephone number (512) 708-9310. These filings are also available from the SEC's website and Public Reference Room described under the heading "Where You Can Find More Information."

Additionally, we make these filings available, free of charge, on our website at [www.introgen.com](http://www.introgen.com) as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the SEC. The information on the website listed above, other than these filings, is not, and should not be, considered part of this prospectus and is not incorporated by reference into this document.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and periodic reports, proxy statements and other information with the SEC. You may inspect these documents without charge at the principal office of the SEC located at 100 F Street, N.E., Washington, D.C. 20549, and you may obtain copies of these documents from the SEC's Public Reference Room at its principal office. Information regarding the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the SEC's website is [www.sec.gov](http://www.sec.gov).

**DISCLOSURE OF SEC POSITION ON INDEMNIFICATION  
FOR SECURITIES ACT LIABILITIES**

We are organized under the laws of the State of Delaware. Our Certificate of Incorporation, as amended, and bylaws, as amended, eliminate the personal liability of our directors to the fullest extent permitted by the Delaware General Corporation Law. In addition, our Certificate of Incorporation, as amended, and bylaws, as amended, provide indemnity for our current or former officers and directors against all liabilities and costs of defending an action or suit in which they were involved by reason of their positions with us. However, we cannot indemnify any person if a court finds that the person did not act in good faith. Our bylaws, as amended, also provide that we may purchase insurance to protect any director, officer, employee or agent against any liability. We have entered into separate indemnification agreements with each of our directors and executive officers, whereby we have agreed, among other things, to indemnify them to the fullest extent permitted by the Delaware General Corporation Law, subject to specified limitations, against certain liabilities actually incurred by them in any proceeding in which they are a party that may arise by reason of their status as directors, officers, employees or agents or may arise by reason of their serving as such at our request for another entity and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. We intend to enter into similar separate indemnification agreements with any directors or officers who may join us in the future. There is no pending litigation or proceeding involving any of our directors, officers, employees or other agents as to which indemnification is being sought nor are we aware of any pending or threatened litigation that may result in claims for indemnification.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or controlling persons pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act, and is therefore unenforceable.

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**PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

The following table sets forth the costs and expenses, other than underwriting discounts, commissions and concessions, payable by the Registrant in connection with the sale of common stock being registered hereby. All amounts are estimates except the SEC registration fee.

**Amount to Be Paid  
by**

|                                       | <b>Registrant(1)</b> |
|---------------------------------------|----------------------|
| SEC registration fee                  | \$ 16,050            |
| Legal fees and expenses               | \$ 150,000           |
| Accounting fees and expenses          | \$ 50,000            |
| Printing and engraving expenses       | \$ 50,000            |
| Transfer agent and registrar expenses | \$ 25,000            |
| Miscellaneous expenses                | \$ 50,000            |
| <b>Total</b>                          | <b>\$ 341,050</b>    |

- (1) Each of the amounts set forth above, other than the SEC registration fee, is an estimate.

#### **ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

We are organized under the laws of the State of Delaware. Our Certificate of Incorporation, as amended, and bylaws, as amended, eliminate the personal liability of our directors to the fullest extent permitted by the Delaware General Corporation Law. In addition, our Certificate of Incorporation, as amended, and bylaws, as amended, provide indemnity for our current or former officers and directors against all liabilities and costs of defending an action or suit in which they were involved by reason of their positions with us. However, we cannot indemnify any person if a court finds that the person did not act in good faith. Our bylaws, as amended, also provide that we may purchase insurance to protect any director, officer, employee or agent against any liability. We have entered into separate indemnification agreements with each of our directors and executive officers, whereby we have agreed, among other things, to indemnify them to the fullest extent permitted by the Delaware General Corporation Law, subject to specified limitations, against certain liabilities actually incurred by them in any proceeding in which they are a party that may arise by reason of their status as directors, officers, employees or agents or may arise by reason of their serving as such at our request for another entity and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. We intend to enter into similar separate indemnification agreements with any directors or officers who may join us in the future. There is no pending litigation or proceeding involving any of our directors, officers, employees or other agents as to which indemnification is being sought nor are we aware of any pending or threatened litigation that may result in claims for indemnification.

#### **ITEM 16. EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                                                |
|---------------------------|------------------------------------------------------------------------------|
| 1.1(1)                    | Form of Underwriting Agreement                                               |
| 4.1(1)                    | Specimen Common Stock Certificate                                            |
| 4.2(1)                    | Certificate of Incorporation as currently in effect                          |
| 4.3(1)                    | Amendment to Certificate of Incorporation, effective as of December 21, 2001 |
| 4.4(1)                    | Amendment to Certificate of Incorporation, effective as of August 6, 2004    |
| 4.5(1)                    | Bylaws of Introgen as currently in effect                                    |

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|         |                                                                             |
|---------|-----------------------------------------------------------------------------|
| 5.1(1)  | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation       |
| 23.1(2) | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation       |
| 23.2    | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm |

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| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                                                                                               |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| 24.1(1)                   | Power of Attorney                                                                                                           |
| (1)                       | Previously filed with our Registration Statement on Form S-3 (File No. 333-140424), filed with the SEC on February 2, 2007. |
| (2)                       | Included in Exhibit 5.1.                                                                                                    |

**ITEM 17. UNDERTAKINGS**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; *provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the Registration Statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the Registration Statement as of the date the filed prospectus was deemed part of and included in the Registration Statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a Registration Statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and

included in the Registration Statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the Registration Statement relating to the securities in the Registration Statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however,* that no statement made in a Registration Statement or prospectus that is part of the Registration Statement or made in a document incorporated or deemed incorporated by reference into the Registration Statement or prospectus that is part of the Registration Statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the Registration Statement or prospectus that was part of the Registration Statement or made in any such document immediately prior to such effective date.

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(5) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 15 above, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(d) The undersigned Registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective; and

(2) For purposes of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on April 17, 2007.

**INTROGEN THERAPEUTICS, INC.**

By: /s/ David G. Nance  
David G. Nance  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Amendment No. 1 to Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                                                | <b>Title</b>                                                                     | <b>Date</b>    |
|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------|
| /s/ David G. Nance<br>(David G. Nance)                                          | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | April 17, 2007 |
| /s/ James W. Albrecht, Jr.<br>(James W. Albrecht, Jr.)                          | Chief Financial Officer (Principal Financial and<br>Accounting Officer)          | April 17, 2007 |
| *<br>(John N. Kapoor, Ph.D.)                                                    | Chairman of the Board and Director                                               | April 17, 2007 |
| *<br>(William H. Cunningham, Ph.D.)                                             | Director                                                                         | April 17, 2007 |
| *<br>(Charles E. Long)                                                          | Director                                                                         | April 17, 2007 |
| *<br>(S. Malcolm Gillis, Ph.D.)                                                 | Director                                                                         | April 17, 2007 |
| *<br>(Peter Barton Hutt)                                                        | Director                                                                         | April 17, 2007 |
| * By: /s/ James W. Albrecht, Jr.<br>James W. Albrecht, Jr.,<br>Attorney-in-Fact |                                                                                  |                |



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**INDEX TO EXHIBITS**

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| 4.5(1)                    | Bylaws of Introgen as currently in effect                                    |
| 5.1(1)                    | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation        |
| 23.1(2)                   | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation        |
| 23.2                      | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm  |
| 24.1(1)                   | Power of Attorney                                                            |

(1) Previously filed with our Registration Statement on Form S-3 (File No. 333-140424), filed with the SEC on February 2, 2007.

(2) Included in Exhibit 5.1.