WINGER DENNIS L
Form 4
December 07, 2006

# 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 *
WINGER DENNIS L

(Last) (First) (Middle)

APPLERA CORPORATION, 301 MERRITT 7

(Street)

NORWALK, CT 06851-1070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
APPLERA CORP [ABI/CRA]

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President and CFO

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 | | | |
| Applied Biosystems Group Common Stock | 12/06/2006 | | M | | 6,664 | A | $ 37.515 (1) | 73,965.2555 | D | |
| Applied Biosystems Group Common Stock | 12/06/2006 | | D | | 6,664 | D | $ 37.515 (1) | 67,301.2555 | D | |

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

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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 of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Applied Biosystems Group Series FY02-1 Performance Units | (2) | 12/06/2006 | | M | | | 10,000 (3) | (2) | 08/16/2011 | Applied Biosystems Group Common Stock (2) | 10,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| WINGER DENNIS L<br>APPLERA CORPORATION<br>301 MERRITT 7<br>NORWALK, CT 06851-1070 | | | Senior Vice President and CFO | |

# Signatures

| /s/ Thomas P. Livingston, Attorney-In-Fact for Dennis L. Winger | 12/07/2006 |
|---|---|
| **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)** Represents settlement of Performance Units for cash as described in footnote 3 below. Price listed is the fair market value of Applera Corporation - Applied Biosystems Group Common Stock ("ABI Stock") on the settlement date.

**(2)** The Performance Units provide for payment upon ABI Stock attaining price targets of $30.00 and $35.00 per share for a specified period and are payable over a minimum of eight quarters, subject to continued employment and an aggregate program expense cap. Units are payable in cash equal to $25.00 for each Performance Unit.

**(3)** Represents the payment of 10,000 Performance Units upon attainment of the $35.00 price target described in footnote 2 above.

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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