

Life Technologies Corp  
 Form 4  
 February 04, 2014

**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 \*  
**COTTINGHAM JOHN A**

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

CARLSBAD, CA 92008

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/03/2014

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)  
 Chief Legal Officer

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 <u>(1)</u>	02/03/2014		D		8,231	D	\$ 76.1312
Common Stock <u>(1)</u>	02/03/2014		D		20,248	D	\$ 76.1312
Common Stock <u>(1)</u> <u>(2)</u>	02/03/2014		D		12,232.3	D	\$ 76.1312

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options	\$ 52	02/03/2014		D		40,567	03/01/2011	03/01/2020	Common Stock	40,567
Stock Options	\$ 48.91	02/03/2014		D		21,337	04/02/2013	04/02/2022	Common Stock	21,337
Stock Options	\$ 46.85	02/03/2014		D		26,894	05/15/2009	05/15/2018	Common Stock	26,894
Stock Options	\$ 38.43	02/03/2014		D		2,602	05/13/2006	05/13/2015	Common Stock	2,602
Stock Options	\$ 38.43	02/03/2014		D		15,398	05/13/2006	05/13/2015	Common Stock	15,398
Stock Options	\$ 35.87	02/03/2014		D		52,000	05/15/2008	05/15/2017	Common Stock	52,000
Stock Options	\$ 32.94	02/03/2014		D		3,036	05/12/2007	05/12/2016	Common Stock	3,036
Stock Options	\$ 32.94	02/03/2014		D		42,964	05/12/2007	05/12/2016	Common Stock	42,964
Stock Options	\$ 32.69	02/03/2014		D		3,058	05/14/2005	05/15/2014	Common Stock	3,058
Stock Options	\$ 32.69	02/03/2014		D		26,942	05/15/2005	05/14/2014	Common Stock	26,942
Stock Options	\$ 32.26	02/03/2014		D		18,000	11/14/2006	11/14/2015	Common Stock	18,000
Stock Options	\$ 31.26	02/03/2014		D		22,400	11/12/2005	11/12/2014	Common Stock	22,400
Stock Options	\$ 22.23	02/03/2014		D		74,224	11/21/2012	11/21/2018	Common Stock	74,224
Restricted Stock Units	Ⓐ	02/03/2014		D		9,292	04/01/2014	04/03/2017	Common Stock	9,292



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- (3) These Stock Options, which provided for vesting in four equal annual installments beginning on the first anniversary of the date of the grant, were canceled at the effective time of the Merger (whether vested or unvested) in exchange for a cash payment equal to the per-share merger consideration, less the exercise price of the option.

- (4) These service-based Restricted Stock Units, which provided for vesting in four equal annual installments beginning on the first anniversary of the date of the grant, were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration.

- (5) These service-based Restricted Stock Units, which provided for vesting in four equal annual installments beginning on the first anniversary of the date of the grant, were assumed by Thermo Fisher at the effective time of the Merger and converted into the right to receive a cash payment equal to the per-share merger consideration, which will vest and become payable following the effective time of the Merger in accordance with their original terms.

- (6) These service-based Restricted Stock Units, which were issued under the Deferred Compensation Plan matching program and provided for vesting on the third anniversary of the time the match was made, were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration.

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.