

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAULKNER DARYL 1600 FARADAY AVENUE 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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