

DEBLASI UGO D
Form 4
November 17, 2008

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 *
DEBLASI UGO D

2. Issuer Name and Ticker or Trading Symbol
APPLIED BIOSYSTEMS INC.
[ABI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
APPLIED BIOSYSTEMS INC., 301 MERRITT 7

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President and Controller

(Street)
NORWALK, CT 06851-1070

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) | | |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|---|
| | | | Code | V | Amount | (D) | Price | | |
| Applied Biosystems Group Common Stock | 11/14/2008 | | M | | 16,628 | A | \$ 15.54 | 25,444.9205 | D |
| Applied Biosystems Group Common Stock | 11/14/2008 | | M | | 5,000 | A | \$ 15.54 | 30,444.9205 | D |
| | 11/14/2008 | | M | | 5,000 | A | \$ 15.54 | 35,444.9205 | D |

Applied
Biosystems
Group
Common
Stock

| | | | | | | | |
|---|------------|---|--------|---|-----------------------------|------------|---|
| Applied Biosystems Group Common Stock | 11/14/2008 | S | 26,628 | D | \$ 29.8524 <u>(1)</u> | 8,816.9205 | D |
|---|------------|---|--------|---|-----------------------------|------------|---|

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

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SEC 1474
(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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Applied Biosystems Group Employee Stock Options-Right to Buy | \$ 15.54 | 11/14/2008 | | M | 16,628 | <u>(2)</u> 03/24/2013 | Applied Biosystems Group Common Stock |
| Applied Biosystems Group Employee Stock Options-Right to Buy | \$ 15.54 | 11/14/2008 | | M | 5,000 | <u>(3)</u> 03/24/2013 | Applied Biosystems Group Common Stock |
| Applied Biosystems Group Employee | \$ 15.54 | 11/14/2008 | | M | 5,000 | <u>(4)</u> 03/24/2013 | Applied Biosystems Group Common |

Stock
Options-Right
to Buy

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEBLASI UGO D APPLIED BIOSYSTEMS INC. 301 MERRITT 7 NORWALK, CT 06851-1070 | | | Vice President and Controller | |

Signatures

/s/ Thomas P. Livingston, Attorney-In-Fact for Ugo D.
DeBlasi

11/17/2008

__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) The price reported is the weighted average sale price in open market transactions at prices ranging from \$29.90 to \$29.80. The reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) These options originally became exercisable in four equal annual installments, commencing March 24, 2004. Effective January 20, 2005, the vesting of all of these options was accelerated. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that remained in effect for some of the shares until March 24, 2007.

(3) As originally granted, these options would have become exercisable on March 24, 2006. Effective June 2, 2005, the vesting of all of these options was accelerated. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that remained in effect until March 24, 2006.

(4) These options originally became exercisable on or after the earlier of (a) March 24, 2008 or (b) two years after certain stock price targets were attained. The vesting of these options was accelerated effective June 2, 2005. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that was to remain in effect until the earlier of the original vesting date of those options or termination of the reporting person's employment with the issuer.

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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