

DEBLASI UGO D

Form 4

November 20, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
11/18/2008

____ Director ____ 10% Owner
__X__ 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)
__X__ 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 (A) or (D)	Price	
Applied Biosystems Group Common Stock	11/18/2008		M		14,000	A \$ 27.1875	22,816.9205 D
Applied Biosystems Group Common Stock	11/18/2008		M		1,600	A \$ 25.575	24,416.9205 D
	11/18/2008		M		5,700	A \$ 20.85	30,116.9205 D

Applied
Biosystems
Group
Common
Stock

Applied
Biosystems
Group
Common
Stock

11/18/2008

M

15,800

A

\$ 20.185 45,916.9205 D

Applied
Biosystems
Group
Common
Stock

11/18/2008

M

28,000

A

\$ 21.475 73,916.9205 D

Applied
Biosystems
Group
Common
Stock

11/18/2008

S

65,100

D

\$
29.2559 8,816.9205 D
(1)

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
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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 Underlying Security (Instr. 3 and 4)
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 27.1875	11/18/2008		M	14,000	05/13/2003 05/13/2009	Applied Biosystems Group Common Stock

Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 25.575	11/18/2008	M	1,600	<u>(2)</u>	03/26/2011	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 20.85	11/18/2008	M	5,700	<u>(3)</u>	04/08/2012	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 20.185	11/18/2008	M	15,800	<u>(4)</u>	06/17/2014	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 21.475	11/18/2008	M	28,000	<u>(5)</u>	06/02/2015	Applied Biosystems Group Common 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 11/20/2008

 **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).

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- (1) The price reported is the weighted average sale price in open market transactions at prices ranging from \$29.30 to \$29.16. 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 26, 2002. 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 26, 2005.

- (3) These options originally became exercisable in four equal annual installments, commencing April 8, 2003. 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 April 8, 2006.

- (4) These options originally became exercisable in four equal annual installments, commencing June 17, 2005. 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 June 17, 2008.

- (5) These options were fully vested and exercisable as of June 2, 2005, the grant date. However, shares acquired upon the exercise of these options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition). The transfer restriction was scheduled to lapse on 25% of the shares covered by the grant on each of the first four anniversaries of the grant date. Also, the transfer restriction would have lapsed in full upon termination of employment for any reason. However, all remaining restrictions were terminated on November 12, 2008.

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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