Celera CORP Form 4 May 12, 2011

## FORM 4

#### OMB APPROVAL

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and QUEST D	2. Issuer Name and Ticker or Trading Symbol Celera CORP [CRA]						5. Relationship of Reporting Person(s) to Issuer					
(Last)	,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable)  Director X 10% Owner					
3 GIRALDA FARMS			05/10/2011						Officer (give title Other (specify below)			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person						
MADISON							_X_ Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tal	ble I - N	lon-	-Derivative Se	curiti	es Acqu	uired, Disposed o	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transa Code (Instr.	8)	4. Securities Appropriate Amount	of (D)	red (A)	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)	
Common Stock, \$0.01 par value	05/10/2011			P		1,424,964 (1)	A	\$8	53,215,043	I	By Spark Acquisition Corporation	

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 number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Celera CORP - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
QUEST DIAGNOSTICS INC 3 GIRALDA FARMS MADISON, NJ 07940		X					
Spark Acquisition Corp 3 GIRALDA FARMS MADISON, NJ 07940		X					

## **Signatures**

/s/ See Exhibit
99.1

\*\*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) Reflects shares purchased in a tender offer.
- (2) The shares are held by Spark Acquisition Corporation ("Purchaser"). Purchaser is a direct wholly owned subsidiary of Quest Diagnostics Incorporated ("Parent"). The shares may be deemed to be indirectly beneficially owned by Parent.

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.

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