

BARTHELEMY NICOLAS
 Form 4
 May 17, 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 *
BARTHELEMY NICOLAS

2. Issuer Name and Ticker or Trading Symbol
INVITROGEN CORP [IVGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1600 FARADAY AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Svp

CARLSBAD, CA 92008

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 (A) or (D) Price			
Common Stock	01/31/2005		J	209 A \$ 44.608	10,773	D	
Common Stock	04/30/2005		J	399 A \$ 44.608	11,172	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)

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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)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 76.86	05/13/2005		A	1,301	<u>(1)</u> 05/13/2015	Common Stock	1,301
Non-Qualified Stock Option (right to buy)	\$ 76.86	05/13/2005		A	8,699	<u>(1)</u> 05/13/2015	Common Stock	8,699
Restricted Share Units	\$ 0	05/13/2005		A	2,500	<u>(2)</u> <u>(3)</u>	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTHELEMY NICOLAS 1600 FARADAY AVENUE CARLSBAD, CA 92008			Svp	

Signatures

By: John A. Cottingham For: Nicolas M. Barthelemy
 Date: 05/17/2005
 **Signature of Reporting Person

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 vesting is over a 4 year period, vesting 25% on each anniversary of the May 13, 2005 grant date, contingent upon continued service to Invitrogen.
- (2) The restricted share units shall vest 100% on the third anniversary of the May 13, 2005 grant date.
- (3) Once vested, restricted share units do not expire. They can be converted into shares of Invitrogen common stock upon the termination of the Director's service to the Registrant.

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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