

WHITE TONY L
Form 4
November 14, 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 *
WHITE TONY L

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)

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

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

APPLIED BIOSYSTEMS INC., 301 MERRITT 7

11/12/2008

Chairman and CEO

(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
 Form filed by More than One Reporting Person

NORWALK, CT 06851-1070

(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	11/12/2008		M		255,000	A	\$ 15.54
							868,199.6816 (1)
Applied Biosystems Group Common Stock	11/12/2008		M		40,000	A	\$ 15.54
							908,199.6816
	11/12/2008		M		40,000	A	\$ 15.54
							948,199.6816

Applied Biosystems Group Common Stock									
Applied Biosystems Group Common Stock	11/12/2008	M	32,601	A	\$ 20.185	980,800.6816	D		
Applied Biosystems Group Common Stock	11/12/2008	S	200,000	D	\$ 29.3478 <u>(2)</u>	780,800.6816	D		
Applied Biosystems Group Common Stock						75,000	I		By Elizabeth Ann White Business Interests, LLLP <u>(3)</u>
Applied Biosystems Group Common Stock	09/09/2008	<u>G</u> ⁽⁴⁾	V 3,125	D	\$ 0	0 <u>(1)</u>	I		By Tony Lee White 2006 Two Year Grantor Retained Annuity Trust <u>(5)</u>
Applied Biosystems Group Common Stock						161,760	I		By Tony Lee White 2007 Grantor Retained Annuity Trust <u>(6)</u>

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)**

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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	11/12/2008		M	255,000	<u>(7)</u> 03/24/2013	Applied Biosystems Group Common Stock	
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 15.54	11/12/2008		M	40,000	<u>(8)</u> 03/24/2013	Applied Biosystems Group Common Stock	
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 15.54	11/12/2008		M	40,000	<u>(9)</u> 03/24/2013	Applied Biosystems Group Common Stock	
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 20.185	11/12/2008		M	32,601	<u>(10)</u> 06/17/2014	Applied Biosystems Group Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE TONY L APPLIED BIOSYSTEMS INC. 301 MERRITT 7 NORWALK, CT 06851-1070	X		Chairman and CEO	

Signatures

/s/ Thomas P. Livingston, Attorney-in-Fact for Tony L.
White

11/14/2008

__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).

Reflects the final distribution of 26,575 shares of Applied Biosystems Group Common Stock ("ABI stock") by the Tony Lee White 2006
- (1) Two Year Grantor Retained Annuity Trust (the "2006 GRAT") to the reporting person on September 9, 2008. The reporting person previously reported these shares as held indirectly through the 2006 GRAT.

The price reported is the weighted average sale price in open market transactions at prices ranging from \$29.72 to \$29.12. 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) Elizabeth Ann White Business Interests, LLLP, is a family limited partnership (the "FLP"). The reporting person's adult daughter is the sole general partner of the FLP, and the reporting person's wife and a grantor retained annuity trust established by the reporting person are currently the sole limited partners of the FLP.
- (3) Reflects gift of shares of ABI stock to the reporting person's adult daughter upon the final distribution of the 2006 GRAT.
- (4) The reporting person's wife was the sole trustee of the 2006 GRAT.
- (5) The reporting person's wife is the sole trustee of the Tony Lee White 2007 Grantor Retained Annuity Trust.

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.
- (6) 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.

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.
- (7) 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.
- (8) (9) (10)

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.