

IYER BALAKRISHNAN S
 Form 4
 May 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
 IYER BALAKRISHNAN S

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)
 05/12/2005

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/12/2005		M	2,000 A	\$ 30.08	2,000	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)

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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	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 30.08	05/12/2005		S	2,500	04/24/2004 04/24/2013	Common Stock	2,500	
Non-Qualified Stock Option (right to buy)	\$ 30.08	05/12/2005		S	200	04/24/2004 04/24/2013	Common Stock	200	
Non-Qualified Stock Option (right to buy)	\$ 30.08	05/12/2005		S	838	04/24/2004 04/24/2013	Common Stock	838	
Non-Qualified Stock Option (right to buy)	\$ 30.08	05/12/2005		S	100	04/24/2004 04/24/2013	Common Stock	100	
Non-Qualified Stock Option (right to buy)	\$ 30.08	05/12/2005		S	3,262	04/24/2004 04/24/2013	Common Stock	3,262	
Non-Qualified Stock Option (right to buy)	\$ 30.08	05/12/2005		S	300	04/24/2004 04/24/2013	Common Stock	300	
Non-Qualified Stock Option (right to buy)	\$ 30.08	05/12/2005		S	800	04/24/2004 04/24/2013	Common Stock	800	
Non-Qualified Stock Option (right to buy)	\$ 30.08	05/12/2005		M	2,000	04/24/2004 04/24/2013	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IYER BALAKRISHNAN S 1600 FARADAY AVENUE CARLSBAD, CA 92008		X		

Signatures

By: John A. Cottingham For: Balakrishnan
S. Iyer

05/13/2005

__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).

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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