

FLUIDIGM CORP  
Form 4  
December 04, 2013

**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 \*  
Smith William Maxwell

(Last) (First) (Middle)

FLUIDIGM CORPORATION, 7000 SHORELINE COURT, SUITE 100

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FLUIDIGM CORP [FLDM]

3. Date of Earliest Transaction (Month/Day/Year)  
12/02/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, LEGAL AFFAIRS & GC

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock	12/02/2013		M		1,637 A \$ 4.4461	1,637	D
Common Stock	12/02/2013		M		3,336 A \$ 8.3732	4,973	D
Common Stock	12/02/2013		M		2,000 A \$ 14.6	6,973	D
Common Stock	12/02/2013		M		1,250 A \$ 15.49	8,223	D
Common Stock	12/02/2013		S <sup>(1)</sup>		8,223 D \$ 0		D
					<sup>(2)</sup> 32.1007		

(2)

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)

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 (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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.4461	12/02/2013		M	1,637	<u>(3)</u> 04/23/2018	Common Stock	1,637
Employee Stock Option (Right to Buy)	\$ 8.3732	12/02/2013		M	3,336	<u>(4)</u> 01/04/2021	Common Stock	3,336
Employee Stock Option (Right to Buy)	\$ 14.6	12/02/2013		M	2,000	<u>(5)</u> 05/17/2021	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 15.49	12/02/2013		M	1,250	<u>(6)</u> 02/17/2022	Common Stock	1,250

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director                      10% Owner                      Officer                      Other

Smith William Maxwell  
FLUIDIGM CORPORATION  
7000 SHORELINE COURT, SUITE 100  
SOUTH SAN FRANCISCO, CA 94080

EVP, LEGAL  
AFFAIRS &  
GC

## Signatures

/s/ Valerie Barnett,  
attorney-in-fact

12/04/2013

\_\_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) The sales reported by Mr. Smith were effected pursuant to a Rule 10b5-1 trading plan adopted on November 28, 2012.  
The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$31.935 to \$32.20, inclusive. The reporting person undertakes
- (2) to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (3) The shares subject to the Option fully vested on May 1, 2008.  
70% of the shares subject to the Option vested on March 10, 2011, 25% of the remaining 30% of the shares subject to the Option vested
- (4) on April 1, 2011 and 1/48 of the remaining unvested shares subject to the Option vest each month thereafter, such that the Option will be fully vested on April 1, 2014.
- (5) 1/48th of the shares subject to the Option vested on June 18, 2011 and 1//8th of the shares subject to the Option vest each month thereafter, such that the Option will be fully vested on May 18, 2015.
- (6) 1/48 of the shares subject to the Option vested on February 17, 2012 and 1/48 of the shares subject to the Option vested on March 1, 2012 and each month thereafter, such that the Option will be fully vested on January 1, 2016.

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.