

LUDVIGSON DAVID
Form 4
August 02, 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 *
LUDVIGSON DAVID

(Last) (First) (Middle)

10398 PACIFIC CENTER CT.

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NANOGEN INC [NGEN]

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2005

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)
President & COO

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount or (D) Price | | | | | |
| Common Stock | 12/31/2004 | | P | | 1,666 (1) | A | \$ 2.499 | 48,192 | D | |
| Common Stock | 06/30/2005 | | P | | 1,666 (1) | A | \$ 2.499 | 49,858 | D | |
| Common Stock | 07/29/2005 | | A | | 50,000 (2) | A | \$ 0.001 | 99,858 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option | \$ 3.45 | | | | | 06/01/2003 | 07/18/2013 | Common Stock |
| Non-Qualified Stock Option | \$ 2.8 | | | | | 06/14/2003 | 07/18/2008 | Common Stock |
| Non-Qualified Stock Option | \$ 6.96 | | | | | 04/26/2002 | 07/18/2008 | Common Stock |
| Non-Qualified Stock Option | \$ 8.6 | | | | | 06/13/2002 | 07/18/2008 | Common Stock |
| Incentive Stock Option | \$ 6.62 | | | | | 06/01/2004 | 06/01/2014 | Common Stock |
| Non-Qualified Stock Option | \$ 6.62 | | | | | 06/01/2004 | 06/01/2014 | Common Stock |
| Non-Qualified Stock Option | \$ 3.45 | | | | | 06/01/2003 | 07/18/2013 | Common Stock |
| Non-Qualified Stock Option | \$ 4.7 | | | | | 01/29/2005 | 07/29/2014 | Common Stock |
| Non-Qualified Stock Option | \$ 4.4 | 07/29/2005 | | A | 75,000 | 01/29/2006 ⁽³⁾ | 07/29/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUDVIGSON DAVID 10398 PACIFIC CENTER CT. SAN DIEGO, CA 92121 | | | President & COO | |

Signatures

/S/ David
Ludvigson

08/02/2005

__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).

- (1) Shares purchased through ESPP.
- (2) Shares subject to a Restricted Stock Unit award which vest and become issuable on July 29, 2007
- (3) Option vests ratably on a monthly basis over a 2 year period beginning 6 months from date of grant with continued service.

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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