

NANOGEN INC  
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 \*  
SALTMARSH ROBERT

(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)  
VP, Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/30/2005		P	1,666 (1) A \$ 3.264	1,666	D	
Common Stock	07/29/2005		A	25,000 (2) D \$ 0.001	26,666	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option	\$ 6.21					02/05/2005	01/05/2015	Common Stock
Non-Qualified Stock Option	\$ 6.21					02/05/2005	01/05/2015	Common Stock
Incentive Stock Option	\$ 4.33					12/31/2004	09/13/2014	Common Stock
Non-Qualified Stock Option	\$ 4.33					12/31/2004	09/13/2014	Common Stock
Incentive Stock Option	\$ 4.4	07/29/2005		A	1,348	01/29/2006 <sup>(3)</sup>	07/29/2015	Common Stock
Non-Qualified Stock Option	\$ 4.4	07/29/2005		A	36,152	01/29/2006 <sup>(3)</sup>	07/29/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALTMARSH ROBERT 10398 PACIFIC CENTER CT. SAN DIEGO, CA 92121			VP, Chief Financial Officer	

## Signatures

/S/ Robert  
Saltmarsh 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.

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