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WINZER C ERIC Form 5

February 06, 2003

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- [] Form 3 Holdings Reported
- [] Form 4 Transactions Reported
- Name and Address of Reporting Person(s) Winzer, C. Eric 1600 Faraday Avenue

Carlsbad, CA 92008

- 2. Issuer Name and Ticker or Trading Symbol Invitrogen Corporation (IVGN)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year

12/02

- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below) ${\tt CFO}$
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] 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	2)Trans- action Date (Month/	3.Transaction	- 4.Securities Acquired(A) or Disposed of (D) A or		
	Day/Year)	Code	Amount	D	Price
Common Stock	10/31/01	J	13	А	\$52.1390
Common Stock	01/31/02	J	11	А	\$45.5345
Common Stock	04/30/02	J	22	А	\$29.4780
Common Stock	07/31/02	J	95	А	\$28.7640
Common Stock	10/31/02	J	38	A	\$23.6980

Table II (PART 1) Derivative Securitites Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative	2)Conversion	3)Trans-	4)Trans-	5) Number of Derivative
Security	or Exercise	action	action	Securities Acquired (A)
	Price of	Date	Code	or Disposed of (D)

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Code A

D

Derivative

Security

Incentive Stock Option (right	\$31.8400	04/25/02	А	12,560	
to buy) Incentive Stock Option (right to buy)	\$36.7188				
Non-Qualified Stock Option (right to buy)	\$31.8400	04/25/02	А	137,440	
Non-Qualified Stock Option (right to buy)	\$34.4100				
Non-Qualified Stock Option (right to buy)	\$36.7188				
Non-Qualified Stock Option (right to buy)	\$56.8750				
Table II (PART 2) Derivative	Securitite	s Acquired, Disposed	of, or Be	neficially Owne	ed (Columns
1)Title of Derivative Security	action	7)Title and Amount of Underlying Securities		Amount or	8)Price of Deri- vative Security
-				Number of	Security
		Title		Shares	
		Title 		Shares	
Incentive Stock Option (right to buy)	04/25/02			Shares 	
Incentive Stock Option (right to buy) Incentive Stock Option (right to buy)					
to buy) Incentive Stock Option (right		Common Stock Common Stock		12,560	
to buy) Incentive Stock Option (right to buy) Non-Qualified Stock Option		Common Stock Common Stock		12,560 6,930 137,440 249	
to buy) Incentive Stock Option (right to buy) Non-Qualified Stock Option (right to buy) Non-Qualified Stock Option		Common Stock Common Stock Common Stock		12,560 6,930 137,440	

SIGNATURE OF REPORTING PERSON /S/ By: Cheri L. Manis
For: C. Eric Winzer

DATE 02/05/03