

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-07**
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REPORTING OWNER

Griffith Joseph H. IV

CIK: **1431531**

Type: **4** | Act: **34** | File No.: **001-32976** | Film No.: **111185071**

Mailing Address
*68 ELM STREET
HOPKINTON MA 01748*

ISSUER

CALIPER LIFE SCIENCES INC

CIK: **1014672** | IRS No.: **330675808** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3826** Laboratory analytical instruments

Mailing Address
*68 ELM STREET
HOPKINTON MA 01748*

Business Address
*68 ELM STREET
HOPKINTON MA 01748
508-435-9500*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person Griffith Joseph H. IV | | | 2. Issuer Name and Ticker or Trading Symbol CALIPER LIFE SCIENCES INC [CALP] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Finance & Controller | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/07/2011 | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| 68 ELM STREET | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | |
| (Street) HOPKINTON, MA 01748 | | | | | | | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock | 11/07/2011 | | <u>D</u> | | 33,287 | D \$10.5 ⁽¹⁾ | 0 | D | |

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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-------|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Option (Right to Buy) | \$5.46 | 11/07/2011 | | <u>D</u> | | | 7,500 | ⁽²⁾ | 07/13/2013 | Common Stock | 7,500 | ⁽²⁾ | 0 | D | |
| Option (Right to Buy) | \$5.49 | 11/07/2011 | | <u>D</u> | | | 1,250 | ⁽³⁾ | 08/04/2014 | Common Stock | 1,250 | ⁽³⁾ | 0 | D | |
| Option (Right to Buy) | \$6.73 | 11/07/2011 | | <u>D</u> | | | 1,200 | ⁽⁴⁾ | 09/20/2015 | Common Stock | 1,200 | ⁽⁴⁾ | 0 | D | |

| | | | | | | | | | | | | | |
|-----------------------|--------|------------|--|----------|--|--------|------|------------|--------------|--------|------|---|---|
| Option (Right to Buy) | \$5.69 | 11/07/2011 | | <u>D</u> | | 5,000 | (5) | 11/20/2016 | Common Stock | 5,000 | (5) | 0 | D |
| Option (Right to Buy) | \$5.63 | 11/07/2011 | | <u>D</u> | | 6,500 | (6) | 09/09/2017 | Common Stock | 6,500 | (6) | 0 | D |
| Option (Right to Buy) | \$2.59 | 11/07/2011 | | <u>D</u> | | 35,000 | (7) | 06/30/2018 | Common Stock | 35,000 | (7) | 0 | D |
| Option (Right to Buy) | \$1.3 | 11/07/2011 | | <u>D</u> | | 46,250 | (8) | 03/02/2019 | Common Stock | 46,250 | (8) | 0 | D |
| Option (Right to Buy) | \$3.42 | 11/07/2011 | | <u>D</u> | | 30,000 | (9) | 02/22/2020 | Common Stock | 30,000 | (9) | 0 | D |
| Option (Right to Buy) | \$6.57 | 11/07/2011 | | <u>D</u> | | 23,500 | (10) | 02/22/2021 | Common Stock | 23,500 | (10) | 0 | D |
| Restricted Stock Unit | (11) | 11/07/2011 | | <u>D</u> | | 1,250 | (12) | (13) | Common Stock | 1,250 | (12) | 0 | D |
| Restricted Stock Unit | (11) | 11/07/2011 | | <u>D</u> | | 11,625 | (12) | (13) | Common Stock | 11,625 | (12) | 0 | D |
| Restricted Stock Unit | (11) | 11/07/2011 | | <u>D</u> | | 7,500 | (12) | (13) | Common Stock | 7,500 | (12) | 0 | D |
| Restricted Stock Unit | (11) | 11/07/2011 | | <u>D</u> | | 7,500 | (12) | (13) | Common Stock | 7,500 | (12) | 0 | D |

Explanation of Responses:

- Shares were disposed of pursuant to the terms of the merger agreement (the "Merger Agreement") between the Issuer, PerkinElmer, Inc. and PerkinElmer Hopkinton Co. in exchange for the right to receive \$10.50 per share in cash.
- This option, which was fully vested on 07/14/2007, was cancelled pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$5.04 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.
- This option, which was fully vested on 08/05/2008, was cancelled pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$5.01 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.
- This option, which was fully vested on 09/21/2009, was cancelled pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$3.77 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.
- This option, which was fully vested on 04/02/2010, was cancelled pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$4.81 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.
- This option, which was fully vested on 09/10/2011, was cancelled pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$4.87 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.
- This option, which provided for vesting as to 25% of the underlying shares on the first anniversary of the grant date and as to an additional 1/48 of the shares monthly thereafter until the fourth anniversary of the grant date, became fully vested and cancelled as of the effective time of the merger pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$7.91 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.
- This option, which provided for vesting as to 25% of the underlying shares on the first anniversary of the grant date and as to an additional 1/48 of the shares monthly thereafter until the fourth anniversary of the grant date, became fully vested and cancelled as of the effective time of the merger pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$9.20 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.
- This option, which provided for vesting as to 25% of the underlying shares on the first anniversary of the grant date and as to an additional 1/48 of the shares monthly thereafter until the fourth anniversary of the grant date, became fully vested and cancelled as of the effective time of the merger pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$9.20 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.

to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$7.08 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.

10. This option, which provided for vesting as to 25% of the underlying shares on the first anniversary of the grant date and as to an additional 1/48 of the shares monthly thereafter until the fourth anniversary of the grant date, became fully vested and cancelled as of the effective time of the merger pursuant to the Merger Agreement in exchange for a cash payment for each share underlying the option equal to \$3.93 per share, representing the difference between the merger consideration of \$10.50 per share and the exercise price of the option.
11. Each restricted stock unit represents a contingent right to receive on share of Issuer common stock.
12. These restricted stock units, which provided for vesting in four equal annual installments, became fully vested and cancelled as of the effective time of the merger pursuant to the Merger Agreement in exchange for a cash payment equal to \$10.50 per restricted stock unit.
13. These restricted stock units do not have an expiration date.

Signatures

/s/ Stephen E. Creager Attorney-In-Fact

** Signature of Reporting Person

11/07/2011

Date

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

* 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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