

NANOGEN INC
Form 3
February 29, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Venuto Nicholas J. | | (Month/Day/Year) | NANOGEN INC [NGEN] | |
| (Last) | (First) | (Middle) | 02/29/2008 | |
| 10398 PACIFIC CENTER COURT | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN DIEGO,Â CAÂ 92121 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, Chief Financial Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,500 ⁽³⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|----------------------------|---------------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Incentive Stock Option | 06/16/2003 ⁽¹⁾ | 06/16/2013 | Common Stock | 16,146 | \$ 3.54 | D | Â |
| Incentive Stock Option | 05/10/2004 ⁽²⁾ | 05/10/2014 | Common Stock | 8,542 | \$ 5.71 | D | Â |
| Incentive Stock Option | 07/29/2004 ⁽¹⁾ | 07/29/2014 | Common Stock | 19,365 | \$ 4.7 | D | Â |
| Non-Qualified Stock Option | 07/29/2004 ⁽¹⁾ | 07/29/2014 | Common Stock | 635 | \$ 4.7 | D | Â |
| Non-Qualified Stock Option | 06/16/2005 ⁽¹⁾ | 06/16/2015 | Common Stock | 624 | \$ 3.47 | D | Â |
| Incentive Stock Option | 06/16/2005 ⁽²⁾ | 06/16/2015 | Common Stock | 4,376 | \$ 3.47 | D | Â |
| Incentive Stock Option | 07/29/2005 ⁽¹⁾ | 07/29/2015 | Common Stock | 11,611 | \$ 4.4 | D | Â |
| Non-Qualified Stock Option | 07/29/2005 ⁽¹⁾ | 07/29/2015 | Common Stock | 3,389 | \$ 4.4 | D | Â |
| Incentive Stock Option | 08/04/2006 ⁽²⁾ | 08/04/2016 | Common Stock | 13,752 | \$ 1.89 | D | Â |
| Non-Qualified Stock Option | 08/04/2006 ⁽¹⁾ | 08/04/2016 | Common Stock | 1,248 | \$ 1.89 | D | Â |
| Incentive Stock Option | 03/16/2007 ⁽²⁾ | 03/16/2017 | Common Stock | 10,000 | \$ 1.27 | D | Â |
| Incentive Stock Option | 07/26/2007 ⁽²⁾ | 07/26/2017 | Common Stock | 5,000 | \$ 1.51 | D | Â |
| Incentive Stock Option | 08/02/2007 ⁽²⁾ | 08/02/2017 | Common Stock | 15,000 | \$ 1.33 | D | Â |
| Incentive Stock Option | 12/14/2007 ⁽²⁾ | 12/14/2017 | Common Stock | 100,000 | \$ 0.485 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Venuto Nicholas J. 10398 PACIFIC CENTER COURT SAN DIEGO, CA 92121 | Â | Â | Â VP, Chief Financial Officer | Â |

Signatures

Nicholas Venuto 02/29/2008

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Options fully vested.
- (2) Options vest ratably on a monthly basis over a four year period beginning on date of grant.
- (3) Shares subject to a Restricted Stock Unit Award which vest and become issuable on August 2, 2009.

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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