

Hinrichs James F.
Form 4
October 03, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hinrichs James F.

(Last) (First) (Middle)

51 SAWYER ROAD, SUITE 200

(Street)

WALTHAM, MA 02453

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ALERE INC. [ALR]

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

10/03/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive VP, CFO

6. 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 (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 Ownership (Instr. 4)
Common Stock	10/03/2017		D	72,230	D	0	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 47.48	10/03/2017		D	108,118	(2) (2)	Common Stock	108,118
Employee Stock Option (Right to Buy)	\$ 50.08	10/03/2017		D	250,000	(2) (2)	Common Stock	250,000
Restricted Stock Units	(3)	10/03/2017		D	44,350	(3) (3)	Common Stock	44,350

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hinrichs James F. 51 SAWYER ROAD SUITE 200 WALTHAM, MA 02453	Executive VP, CFO

Signatures

/s/ Doug Barry,
Attorney-in-Fact 10/03/2017

__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) Pursuant to that certain Agreement and Plan of Merger, dated as of January 30, 2016, as amended on April 13, 2017 (the "Merger Agreement"), between Alere Inc. (the "Company") and Abbott Laboratories, at the Effective Time (as defined in the Merger Agreement) (the "Effective Time"), each of these shares of the Company's common stock (the "Common Stock") was converted into the right to receive \$51.00 (the "Merger Consideration").

(2) Pursuant to the Merger Agreement, at the Effective Time, each outstanding Employee Stock Option, whether vested or unvested, was canceled and converted into the right to receive a lump-sum cash payment equal to the product of (i) the number of shares of Common Stock for which such Employee Stock Option has not been exercised and (ii) the excess, if any, of the Merger Consideration over the exercise price per share of such Employee Stock Option.

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- (3) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock. Pursuant to the Merger Agreement, at the Effective Time, each outstanding Restricted Stock Unit was canceled and converted into the right to receive a lump-sum cash payment equal to the product of (i) the number of shares of Common Stock subject to such Restricted Stock Unit immediately prior to the Effective Time and (ii) the Merger Consideration.

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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