

NANOGEN INC
Form 4/A
November 01, 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 *
Fort Mason Capital, LLC

(Last) (First) (Middle)

456 MONTGOMERY STREET, 22ND FLOOR

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NANOGEN INC [NGEN]

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
10/18/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock, par value \$0.001 per share	10/14/2005		S	6,391	D \$ 2.76	4,894,045	I	By Limited Partnerships
Common Stock, par value \$0.001 per share	10/14/2005		S	24,891	D \$ 2.77	4,869,154	I	By Limited Partnerships
Common Stock, par	10/14/2005		S	5,311	D \$ 2.78	4,863,843	I	By Limited Partnerships

value
\$0.001 per
share

Common
Stock, par
value 10/14/2005
\$0.001 per
share

S 831 D \$ 2.79 4,863,012 I

By Limited
Partnerships

Common
Stock, par
value 10/17/2005
\$0.001 per
share

S 11,311 D \$ 2.79 4,851,701 I

By Limited
Partnerships

Common
Stock, par
value 10/17/2005
\$0.001 per
share

S 6,831 D \$ 2.8 4,844,870 I

By Limited
Partnerships

Common
Stock, par
value 10/17/2005
\$0.001 per
share

S 3,121 D \$ 2.81 4,841,749 I (1) (2)

By Limited
Partnerships
(1) (2)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fort Mason Capital, LLC 456 MONTGOMERY STREET 22ND FLOOR SAN FRANCISCO, CA 94104		X		

Signatures

/s/ Dan German, Managing Member	10/31/2005
**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).

- Fort Mason Master, LP, a Cayman Islands limited partnership ("Master"), and Fort Mason Partners, LP, a Delaware limited partnership ("Partners" and, together with Master, the "Funds"), are the holders of, in the aggregate, 4,841,749 shares of the common stock, par value \$0.001 per share (the "Shares"), of Nanogen, Inc., a Delaware corporation (the "Company"). In addition, the Funds are the holders of
- (1) warrants that entitle the Funds to purchase up to an aggregate of 765,306 additional Shares. The Funds acquired such Shares and warrants in a registered direct offering of up to 6,802,721 units at \$2.94 per unit, with each unit consisting of (i) one (1) Share and (ii) one (1) warrant to purchase 0.15 Shares. Fort Mason Capital, LLC, a Delaware limited liability company ("Capital"), serves as the investment manager of the Funds and possesses sole power to vote and direct the disposition of all securities of the Company held by the Funds.
 - (2) Thus, as of October 17, 2005, for the purposes of Reg. Section 240.13d-3, Capital is deemed to beneficially own 5,607,055 Shares. Capital's interest in the securities reported herein is limited to the extent of its pecuniary interest in the Funds, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.