

BIRNDORF HOWARD C  
 Form 4  
 July 12, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BIRNDORF HOWARD C**

(Last) (First) (Middle)  
 10398 PACIFIC CENTER CT.  
 (Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/11/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Chairman and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V	Amount (D) or Price		
Common Stock	07/11/2005		S		12,500 (1) \$ 4.07	D	D
Common Stock	07/11/2005		S		12,500 (1) \$ 4	D	D

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

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Incentive Stock Option	\$ 4.5					(2) 01/22/2009		Common Stock	25,000
Incentive Stock Option	\$ 4.7					01/29/2005(2) 07/29/2014		Common Stock	17,800
Incentive Stock Option	\$ 5.11					(2) 01/25/2012		Common Stock	22,600
Non-Qualified Stock Option	\$ 1.901					(2) 07/26/2012		Common Stock	400,000
Non-Qualified Stock Option	\$ 3.45					01/18/2004(2) 07/18/2013		Common Stock	325,000
Non-Qualified Stock Option	\$ 4.7					01/29/2005(2) 07/29/2014		Common Stock	282,000
Non-Qualified Stock Option	\$ 5.11					(2) 01/25/2012		Common Stock	127,000
Non-Qualified Stock Option	\$ 6					(2) 07/27/2011		Common Stock	70,000
Non-Qualified Stock Option	\$ 11.938					(2) 01/26/2011		Common Stock	80,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRNDORF HOWARD C 10398 PACIFIC CENTER CT. SAN DIEGO, CA 92121	X		Executive Chairman and CEO	

## Signatures

/S/ Howard  
Birndorf

07/11/2005

\_\_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).
- (1) The sale(s) reported on this Form 4 were effected pursuant to a Rule 10b5-1 selling plan adopted by Howard Birndorf on February 23, 2004.
  - (2) Various exercise dates for previously reported holding.

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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