

ICAGEN INC

Form 3

February 03, 2005

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

ABBOTT LABORATORIES

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/03/2005

3. Issuer Name and Ticker or Trading Symbol

ICAGEN INC [ICGN]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
 Person

____ Form filed by More than One
 Reporting Person

100 ABBOTT PARK ROAD

(Street)

ABBOTT PARK, IL 60064

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
 information contained in this form are not
 required to respond unless the form displays a
 currently valid OMB control number.**

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)

Date Expiration
 Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
 Number of
 Shares

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series E Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,191,300	\$ <u>(2)</u>	D	Â
Series E-1 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	455,235	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABBOTT LABORATORIES 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064	Â	Â X	Â	Â

Signatures

Thomas C. Freyman, Executive VP, Finance
and CFO

****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) The Series E and Series E-1 Convertible Preferred Stock is immediately exercisable and has no expiration date. Upon the closing of the Issuer's public offering, these shares will automatically convert into common stock of the Issuer.
- (2) The shares of Series E Convertible Preferred Stock are convertible on a 1-for-1 basis into common stock of the Issuer.
- (3) The shares of Series E-1 Convertible Preferred Stock are convertible on a 1.138-for-1 basis into common stock of the Issuer.

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.