INVITROGEN CORP Form SC 13G/A February 13, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No. 3)*

Invitrogen Corporation (Name of Issuer)

Common Stock (Title of Class of Securities)

46185R100 (CUSIP Number)

December 31, 2005

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[] Rule 13d-1(b) [X] Rule 13d-1(c)

[] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 461	85R100		13G	Page	e 2 of 15 Pages
1.	NAME OF REPOR		NO. OF ABOVE PERSON	т	
	3.3. OK 1.K.3. IDI	ENTIFICATION	O. OF ABOVE FERSON		
_	Citadel Limited P				
2.	CHECK THE APP	PROPRIATE BOX	X IF A MEMBER OF A G	ROUP (a)	ý
_	ana			(b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR		GANIZATION		
NUM	Illinois limited pa IBER OF	rtnership 5.	SOLE VOTING POW	/ER	
	IARES		0	211	
	FICIALLY NED BY	6.	SHARED VOTING P	OWER	
	ACH		2,892,784 shares		
	ORTING				
	RSON VITH	7.	SOLE DISPOSITIVE	POWER	
·	, 1111	8.	SHARED DISPOSITI	IVE POWER	
			See Row 6 above.		
. AGGREG	ATE AMOUNT BEN	EFICIALLY OW	NED BY EACH REPORT	TING PERSO	ON
See Row (G. FE . 1.401	DI DOMESON ENGLISSES	,	
	OX IF THE AGGREO SHARES	GATE AMOUNT	IN ROW (9) EXCLUDES	5	

Approximately 5.4% as of December 31, 2005. TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

PN; HC

11.

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CUSIP NO. 46	5185R100		13G	Page 3 of 15 Pages
1.		REPORTING PERSON		
	S.S. OR I.F	R.S. IDENTIFICATION N	IO. OF ABOVE PERSON	
	Citadel In	vestment Group, L.L.C.		
2.			IF A MEMBER OF A GROUP	
			(a)	ý
_			(b)	0
3.	SEC USE (ONLY		
4.	CITIZENS	HIP OR PLACE OF ORC	SANIZATION	
	Delaware l	limited liability company	7	
	MBER OF	5.	SOLE VOTING POWER	
	SHARES			n.
	EFICIALLY VNED BY	6.	SHARED VOTING POWE	K
	EACH		2,892,784 shares	
RE	PORTING		2,072,704 shares	
P	PERSON	7.	SOLE DISPOSITIVE POW	ER
	WITH		0	
		8.	SHARED DISPOSITIVE PO	OWER
			See Row 6 above.	
9. AGGRE	GATE AMOUN	IT BENEFICIALLY OW	NED BY EACH REPORTING I	PERSON
	6 above.			
		GGREGATE AMOUNT	IN ROW (9) EXCLUDES	
	IN SHARES			

Approximately 5.4% as of December 31, 2005. TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

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11.

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CUSIP	NO. 46185R100		13G	Page 4 of 15 Pages
1	. NAME O	F REPORTING PERSON		
	S.S. OR I	R.S. IDENTIFICATION	NO. OF ABOVE PERSON	
	Kenneth	Griffin		
2	CHECK	HE APPROPRIATE BOX	X IF A MEMBER OF A GROUP	
			(a) (b)	ý o
3	SEC USE	ONLY	(0)	U
4	. CITIZEN	SHIP OR PLACE OF OR	GANIZATION	
	U.S. Citiz	en		
	NUMBER OF	5.	SOLE VOTING POWER	
	SHARES		0	
	BENEFICIALLY	6.	SHARED VOTING POWER	R .
	OWNED BY			
	EACH		2,892,784 shares	
	REPORTING			
	PERSON	7.	SOLE DISPOSITIVE POWE	ER
	WITH		0	
		8.	SHARED DISPOSITIVE PO	OWER
			See Row 6 above.	
		NT BENEFICIALLY OW	'NED BY EACH REPORTING P	ERSON
	ee Row 6 above.			
10. C	CHECK BOX IF THE	AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	

Approximately 5.4% as of December 31, 2005. TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

CERTAIN SHARES

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11.

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CUSIP NO. 4	6185R100		13G	Page 5 of 15 Pages
1.		F REPORTING PERSON		
	S.S. OR I.	R.S. IDENTIFICATION N	NO. OF ABOVE PERSON	
	Citadal W	ellington LLC		
2.		_	K IF A MEMBER OF A GROU	IP
			(a)	ý
			(b)	О
3.	SEC USE	ONLY		
4.	CITIZENS	SHIP OR PLACE OF ORC	GANIZATION	
		limited liability company		
= ,	UMBER OF	5.	SOLE VOTING POWER	
	SHARES		0	55
	NEFICIALLY WNED BY	6.	SHARED VOTING POWI	EK
O	EACH		2,892,784 shares	
R	EPORTING		2,072,704 Shares	
	PERSON	7.	SOLE DISPOSITIVE POV	WER
	WITH		0	
		8.	SHARED DISPOSITIVE I	POWER
			See Row 6 above.	
9. AGGR	EGATE AMOU	NT BENEFICIALLY OW	NED BY EACH REPORTING	PERSON
	w 6 above.			
		AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
CERTA	AIN SHARES			

Approximately 5.4% as of December 31, 2005. TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

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CUSIP NO. 4	6185R100		13G	Pa	age 6 of 15 Pages
1.		F REPORTING PERS R.S. IDENTIFICATIO	ON ON NO. OF ABOVE PEI	RSON	
2.		ensington Global Str THE APPROPRIATE I	ategies Fund Ltd. BOX IF A MEMBER OF	F A GROUP	
				(a)	ý
	anaan			(b)	0
3.	SEC USE	ONLY			
4.	CITIZEN: Bermuda	SHIP OR PLACE OF (ORGANIZATION		
N	UMBER OF	5.	SOLE VOTING	POWER	
	SHARES		0		
BEN	NEFICIALLY	6.	SHARED VOTI	NG POWER	
0	WNED BY				
	EACH		2,892,784 share	s	
	EPORTING				
	PERSON	7.		TIVE POWER	
	WITH	_	0		
		8.	SHARED DISP	OSITIVE POWI	∃R
			See Row 6 abov	e.	
. AGGR	EGATE AMOU	NT RENEEICIALLV	OWNED BY EACH RE		SON

- See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES **CERTAIN SHARES**
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.4% as of December 31, 2005. TYPE OF REPORTING PERSON 12. CO; HC

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CUSIP NO. 4	6185R100		13G	Page 7 of 15 Pages
1.	NAME O	F REPORTING PERSON		
		R.S. IDENTIFICATION N	IO. OF ABOVE PERSON	
2.		quity Fund Ltd.	IF A MEMBER OF A GROU	TID.
2.	CHECK I	HE APPROPRIATE BUA	if a member of a groc (a)	
			(b)	
3.	SEC USE	ONLY		
4.		SHIP OR PLACE OF ORC	SANIZATION	
NU	JMBER OF	5.	SOLE VOTING POWER	
	SHARES		0	
	NEFICIALLY WNED BY	6.	SHARED VOTING POW	/ER
RE	EACH EPORTING		2,892,784 shares	
]	PERSON WITH	7.	SOLE DISPOSITIVE PO	WER
		8.	SHARED DISPOSITIVE	POWER
			See Row 6 above.	
		NT BENEFICIALLY OW	NED BY EACH REPORTING	G PERSON
10. CHECK		AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
	IN SHARES	DEDDEGENWED DX 43.6		
11. PERCE	NT OF CLASS	REPRESENTED BY AMO	JUNT IN ROW (9)	

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Approximately 5.4% as of December 31, 2005. TYPE OF REPORTING PERSON

12.

 \mathbf{CO}

PORTING PERSON		
IDEL TIL TOTTION	NO. OF ABOVE PERSON	
	IF A MEMBER OF A GROU	J P
	(a)	ý
	(b)	o
.Y		
5.		
6	v	ED
0.	SHARED VOTING FOW	EK
	2,892,784 shares	
7.	SOLE DISPOSITIVE POV	WER
	0	
8.	SHARED DISPOSITIVE	POWER
	See Row 6 above.	
	OR PLACE OF ORC ted liability company 5. 6.	APPROPRIATE BOX IF A MEMBER OF A GROU (a) (b) 2 OR PLACE OF ORGANIZATION ted liability company 5. SOLE VOTING POWER 0 6. SHARED VOTING POWE 2,892,784 shares 7. SOLE DISPOSITIVE POW 0 8. SHARED DISPOSITIVE

- See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES **CERTAIN SHARES**
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.4% as of December 31, 2005. TYPE OF REPORTING PERSON

12. OO; BD

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CUSI	P NO. 46185R100		13G	Page 9 of 15 Pages
	1. NAME O	F REPORTING PERSON		
	S.S. OR I	R.S. IDENTIFICATION N	NO. OF ABOVE PERSON	
	Citadel T	Trading Group L.L.C.		
	2. CHECK	THE APPROPRIATE BOX	X IF A MEMBER OF A GROUP	,
			(a) (b)	ý o
	3. SEC USE	ONLY	(6)	O
	4. CITIZEN	SHIP OR PLACE OF ORC	GANIZATION	
		e limited liability company		
	NUMBER OF SHARES	5.	SOLE VOTING POWER 0	
	BENEFICIALLY	6.	SHARED VOTING POWER	•
	OWNED BY	o.	SIMMED VOIMOTOWEN	•
	EACH		2,892,784 shares	
	REPORTING			
	PERSON WITH	7.	SOLE DISPOSITIVE POWE	ER
	WIIII	8.	0 SHARED DISPOSITIVE PC	OWER
0	ACCRECATE AMOU	NE DENEELOLLI V OW	See Row 6 above.	EDGON
9.	See Row 6 above.	INT BENEFICIALLY OW	NED BY EACH REPORTING P	ERSON
10.		AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
	CERTAIN SHARES			C
11.	PERCENT OF CLASS	REPRESENTED BY AM	OUNT IN ROW (9)	

Approximately 5.4% as of December 31, 2005. TYPE OF REPORTING PERSON

12.

OO; BD

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Item 1(a) Name of Issuer: **INVITROGEN CORPORATION** 1(b) Address of Issuer s Principal Executive Offices:

1600 Faraday Avenue Carlsbad, CA 92008

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

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CUSII	P NO. 46185R100	13G	Page 11 of 15 Pages
Citadel Ker c/o Citadel 131 S. Dear 32nd Floor Chicago, II Bermuda co Citadel Equ c/o Citadel 131 S. Dear 32nd Floor Chicago, II Cayman Isl Citadel Der c/o Citadel 131 S. Dear 32nd Floor Chicago, II Cayman Floor Chicago, II	nsington Global Strateg Investment Group, L.L rborn Street linois 60603 ompany hity Fund Ltd. Investment Group, L.L rborn Street linois 60603 ands company rivatives Group LLC Investment Group, L.L rborn Street	ies Fund LtdCC.	Page 11 of 15 Pages
c/o Citadel 131 S. Dea 32nd Floor Chicago, II	ding Group L.L.C. Investment Group, L.L rborn Street linois 60603 mited liability compan		
2(d)	Title of Class of Sec	arities:	
	Common Stock, pa	value \$0.01 per share	
2(e)	CUSIP Number:	46185R100	
Item 3	If this statement is fi	ed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check wh	ether the person filing is a:
	(a) [_	Broker or dealer registered under Section 1	5 of the Exchange Act;
	(b) [_	Bank as defined in Section 3(a)(6) of the E	xchange Act;

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Insurance company as defined in Section 3(a)(19) of the Exchange Act;

[__]

(c)

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	(d)	[]	Investment company registered under Section 8 of	of the Investment Company Act
			An investment adviser in accordance with Rule 1	
	(e)	[_]		
	(f)	[]	An employee benefit plan or endowment fund in	
	(g)	[_]	A parent holding company or control person in a	ccordance with Rule 13d-1(b)(1)(ii)(G);
	(h)	[]	A savings association as defined in Section 3(b)	of the Federal Deposit Insurance Act;
	(i)	[_]	A church plan that is excluded from the definition Section 3(c)(14) of the Investment Company Act	
	(j)	[_]	Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
If this statemen	t is filed p	oursuant t	Rule 13d-1(c), check this box. ý	
Item 4	Owner	rship:		
CITADEL LIN	MITED P	PARTNE	RSHIP	
CITADEL IN	VESTME	NT GRO	UP, L.L.C.	
KENNETH G	RIFFIN			
CITADEL WI	ELLINGT	TON LLO		
CITADEL KE	NSINGT	ON GLO	BAL STRATEGIES FUND LTD.	
CITADEL EQ	UITY FU	J ND LTI		
CITADEL DE	RIVATI	VES GR	OUP LLC	
CITADEL TR	ADING (GROUP	L.L.C.	
(a)		Am	ount beneficially owned:	
2,892,784 share	es			
(b)		Per	cent of Class:	
Approximately	5.4% as c	of Decem	per 31, 2005.	
(c)		Nu	nber of shares as to which such person has:	

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

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		See item 4(a) above.		
((iii)	sole power to dispose or t	to direct the disposition of:	
		0		
((iv)	shared power to dispose of	or to direct the disposition of:	
		See item 4(a) above.		
tem 5	Ownership of Five Percent or Less of	a Class: Not Applicable.		
tem 6	Ownership of More than Five Percent	on Behalf of Another Pers Not Applicable.	on:	
	Identification and Classification of the	Subsidiary which Acquire	ed the Security Being Reported	d on by
ŀ	Holding Company:	See Item 2 above.		
tem 8	Identification and Classification of Mo	embers of the Group: Not Applicable.		
tem 9	Notice of Dissolution of Group:	Not Applicable.		

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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^{*} Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2006

CITADEL INVESTMENT GROUP, L.L.C.		KENNETH GRIFFIN		
By:	/s/ Matthew B. Hinerfeld	Ву:	/s/ Matthew B. Hinerfeld	
	Matthew B. Hinerfeld, Managing		Matthew B. Hinerfeld, attorney-in-fact*	
	Director and Deputy General Counsel			
			EL EQUITY FUND LTD.	
CITADE	L LIMITED PARTNERSHIP			
		Ву:	Citadel Limited Partnership,	
By:	Citadel Investment Group, L.L.C.,		its Portfolio Manager	
	its General Partner			
		By:	Citadel Investment Group, L.L.C.,	
By:	/s/ Matthew B. Hinerfeld		its General Partner	
	Matthew B. Hinerfeld, Managing			
	Director and Deputy General Counsel	Ву:	/s/ Matthew B. Hinerfeld	
			Matthew B. Hinerfeld, Managing	
CITADE	L WELLINGTON LLC		Director and Deputy General Counsel	
By:	Citadel Limited Partnership,	CITADEL KENSINGTON GLOBAL		
	its Managing Member	STRATEGIES FUND LTD.		
By:	Citadel Investment Group, L.L.C.,	By:	Citadel Limited Partnership,	
2).	its General Partner		its Portfolio Manager	
	The Contract Without		NOT OTHER PLANTAGE	
By:	/s/ Matthew B. Hinerfeld	Ву:	Citadel Investment Group, L.L.C.,	
	Matthew B. Hinerfeld, Managing		its General Partner	
	Director and Deputy General Counsel			
		By:	/s/ Matthew B. Hinerfeld	
CITADEL DERIVATIVES GROUP LLC			Matthew B. Hinerfeld, Managing	
			Director and Deputy General Counsel	
By:	Citadel Limited Partnership,			
Dy.	its Managing Member			
By:	Citadel Investment Group, L.L.C.,		•	
F	its General Partner			
By:	/s/ Matthew B. Hinerfeld			

Matthew B. Hinerfeld, Managing	
Director and Deputy General Counsel	

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		T	1
CITADE	L TRADING GROUP L.L.C.		
Ву:	Citadel Limited Partnership,		
	its Managing Member		
By:	Citadel Investment Group, L.L.C.,		
	its General Partner		
By:	/s/ Matthew B. Hinerfeld		
	Matthew B. Hinerfeld, Managing		
	Director and Deputy General Counsel		

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