

NAYYAR SANDEEP
Form 4
January 27, 2006

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 *
NAYYAR SANDEEP

(Last) (First) (Middle)

APPLERA CORP - APPLIED
BIOSYSTEMS GROUP, 850
LINCOLN CENTRE DRIVE

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPLERA CORP [ABI/CRA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2006

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)
Assistant Controller

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)
				(A) or (D)	Price		
Applied Biosystems Group Common Stock	01/25/2006		M	1,391	A 27.915	6,265.824 ⁽²⁾	D
					<u>(1)</u>		
Applied Biosystems Group Common Stock	01/25/2006		D	1,391	D 27.915	4,874.824 ⁽²⁾	D
					<u>(1)</u>		

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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)
Applied Biosystems Group Series FY03-4 Performance Units	\$ 0 ⁽³⁾	01/25/2006		M	2,500 ⁽⁴⁾	⁽³⁾ 03/24/2013	Applied Biosystems Group Common Stock ⁽³⁾ 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAYYAR SANDEEP APPLERA CORP - APPLIED BIOSYSTEMS GROUP 850 LINCOLN CENTRE DRIVE FOSTER CITY, CA 94404			Assistant Controller	

Signatures

/s/ Thomas P. Livingston, Attorney-In-Fact for Sandeep Nayyar
Date: 01/27/2006

__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) Represents settlement of Performance Units for cash as described in footnote 4 below. Price listed is the fair market value of Applera Corporation - Applied Biosystems Group Common Stock ("ABI Stock") on the settlement date.

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- (2) Includes 220.6544 shares of ABI Stock purchased in December 2005 under the issuer's employee stock purchase plan.

The Performance Units provide for payment upon ABI Stock attaining price targets of \$26.79 and \$32.04 per share for a specified period

- (3) and are payable over a minimum of eight quarters, subject to continued employment and an aggregate program expense cap. Units are payable in cash equal to \$15.54 for each Performance Unit.

- (4) Represents the payment of 2,500 Performance Units upon attainment of the \$26.79 price target described in footnote 3 above.

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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