

NANOGEN INC
Form 3
February 29, 2008

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Venuto Nicholas J.		(Month/Day/Year)	NANOGEN INC [NGEN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
10398 PACIFIC CENTER COURT			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SAN DIEGO,Â CAÂ 92121			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			VP, Chief Financial Officer	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. 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)
Common Stock	7,500 ⁽³⁾	D	Â

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option	06/16/2003 ⁽¹⁾	06/16/2013	Common Stock	16,146	\$ 3.54	D	Â
Incentive Stock Option	05/10/2004 ⁽²⁾	05/10/2014	Common Stock	8,542	\$ 5.71	D	Â
Incentive Stock Option	07/29/2004 ⁽¹⁾	07/29/2014	Common Stock	19,365	\$ 4.7	D	Â
Non-Qualified Stock Option	07/29/2004 ⁽¹⁾	07/29/2014	Common Stock	635	\$ 4.7	D	Â
Non-Qualified Stock Option	06/16/2005 ⁽¹⁾	06/16/2015	Common Stock	624	\$ 3.47	D	Â
Incentive Stock Option	06/16/2005 ⁽²⁾	06/16/2015	Common Stock	4,376	\$ 3.47	D	Â
Incentive Stock Option	07/29/2005 ⁽¹⁾	07/29/2015	Common Stock	11,611	\$ 4.4	D	Â
Non-Qualified Stock Option	07/29/2005 ⁽¹⁾	07/29/2015	Common Stock	3,389	\$ 4.4	D	Â
Incentive Stock Option	08/04/2006 ⁽²⁾	08/04/2016	Common Stock	13,752	\$ 1.89	D	Â
Non-Qualified Stock Option	08/04/2006 ⁽¹⁾	08/04/2016	Common Stock	1,248	\$ 1.89	D	Â
Incentive Stock Option	03/16/2007 ⁽²⁾	03/16/2017	Common Stock	10,000	\$ 1.27	D	Â
Incentive Stock Option	07/26/2007 ⁽²⁾	07/26/2017	Common Stock	5,000	\$ 1.51	D	Â
Incentive Stock Option	08/02/2007 ⁽²⁾	08/02/2017	Common Stock	15,000	\$ 1.33	D	Â
Incentive Stock Option	12/14/2007 ⁽²⁾	12/14/2017	Common Stock	100,000	\$ 0.485	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Venuto Nicholas J. 10398 PACIFIC CENTER COURT SAN DIEGO, CA 92121	Â	Â	Â VP, Chief Financial Officer	Â

Signatures

Nicholas Venuto

02/29/2008

 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) Options fully vested.
- (2) Options vest ratably on a monthly basis over a four year period beginning on date of grant.
- (3) Shares subject to a Restricted Stock Unit Award which vest and become issuable on August 2, 2009.

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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