

APOGENT TECHNOLOGIES INC
Form 4
November 22, 2002

FORM 4

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person* Griffin Robert N. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Apogent Technologies Inc. (AOT)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Regulatory Affairs		
30 Penhallow Street (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 11/21/2002		
Portsmouth, NH 03801-3816 (City) (State) (Zip)			5. If Amendment, Date of Original (Month/Day/Year)			7. 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 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/21/02		M		1,615	A	\$5.1013	1,615		
Common Stock	11/21/02		S		1,615	D	\$19.4732	0	D	
Common Stock								821	I	401 (k) Plan

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Trans-	5. Number	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action Code (Instr. 8)				Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriva- tive Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$5.1013	11/21/02		M			1,615	01/20/97 ⁽¹⁾	01/20/03	Common Stock	1,615		0	D	
Stock Options (Right to Buy)	\$6.6932							01/19/98 ⁽²⁾	01/19/04	Common Stock	1,336		1,336	D	
Stock Options (Right to Buy)	\$6.6932							01/24/99 ⁽³⁾	01/24/05	Common Stock	1,396		1,396	D	
Stock Options (Right to Buy)	\$9.2627							01/24/00 ⁽⁴⁾	01/24/06	Common Stock	1,057		1,057	D	
Stock Options (Right to Buy)	\$12.3084							01/22/01 ⁽⁵⁾	01/22/07	Common Stock	847		847	D	
Stock Options (Right to Buy)	\$18.4004							02/02/04 ⁽⁶⁾	02/02/10	Common Stock	3,126		3,126	D	
Stock Options (Right to Buy)	\$19.1019							01/30/02 ⁽⁷⁾	01/30/08	Common Stock	588		588	D	
Stock Options (Right to Buy)	\$21.4583							01/27/03 ⁽⁸⁾	01/27/09	Common Stock	598		598	D	
Stock Options (Right to Buy)	\$21.575							01/30/05 ⁽⁹⁾	01/30/11	Common Stock	2,880		2,880	D	
Stock Options (Right to Buy)	\$24.71							12/07/04 ⁽¹⁰⁾	12/07/11	Common Stock	7,500		7,500	D	

Explanation of Responses:

(1) Note 1: Options vested in four equal installments on 01/20/94, 01/20/95, 01/20/96 and 01/20/97.

(2) Note 2: Options vested in four equal installments on 01/19/95, 01/19/96, 01/19/97 and 01/19/98.

(3) Note 3: Options vested in four equal installments on 1/24/96, 1/24/97, 1/24/98 and 1/24/99.

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(4) Note 4: Options vested in four equal installments on 01/24/97, 01/24/98, 01/24/99 and 01/24/00.

(5) Note 5: Options vested in four equal installments on 01/22/98, 01/22/99, 01/22/00 and 01/22/01.

(6) Note 6: Options vested in four equal installments on 02/02/01, 02/02/02, 02/02/03 and 02/02/04.

(7) Note 7: Options vested in four equal installments on 01/30/99, 01/30/00, 01/30/01 and 01/30/02.

(8) Note 8: Options vested in four equal installments on 01/27/00, 01/27/01, 01/27/02 and 01/27/03.

(9) Note 9: Options vested in four equal installments on 01/30/02, 01/30/03, 01/30/04 and 01/30/05.

(10) Note 10: Twenty-five percent of option becomes exercisable on 12/07/2002, and monthly thereafter in equal installments over the next 36 months.

By: /s/ **Robert N. Griffin**

Robert N. Griffin

**Signature of Reporting Person

11/22/02

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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