

JELLINEK FRANK H JR
Form 4
January 30, 2003

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).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
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Section 16 Filer
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1. Name and Address of Reporting Person* Jellinek, Jr. Frank H. (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) President/CEO						
30 Penhallow Street (Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 01/28/03		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				
Portsmouth, NH 03801-3816 (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Day/Year)		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)
Common Stock	12/19/02		G	V	3,600	D		165,700 ⁽¹⁾	D	
Common Stock								1,217 ⁽²⁾	I	401 (k)

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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security:	11. Nature of Beneficial Ownership (Instr. 4)
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		Year)	(D) (Instr. 3, 4 & 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)
			Code V	(A)						
Stock Options (Right to Buy)	\$16.67	01/28/03	A	140,000	01/28/07 ⁽³⁾	01/28/13	Common Stock	140,000	140,000	D
Stock Options (Right to Buy)	\$7.646				05/24/99 ⁽⁴⁾	05/24/05	Common Stock	92,298	92,298	D
Stock Options (Right to Buy)	\$19.653				04/27/02 ⁽⁵⁾	04/27/08	Common Stock	934,950	934,950	D
Stock Options (Right to Buy)	\$24.1255				12/12/04 ⁽⁶⁾	12/12/10	Common Stock	200,000	200,000	D

Explanation of Responses:

(1) Includes 438 shares acquired in 2002 under the Issuer's Employee Stock Purchase Plan.

(2) Includes any shares of Apogent Technologies Inc. Common Stock acquired under the Apogent 401 (k) Plan in transactions exempt from Section 16 (b) pursuant to Rule 16 (b) 3 (c) since the date as of which information was given in the reporting person's most recent previous report. The information in this report is based on a plan statement dated 12/31/02.

(3) Granted under Issuer's 2001 Equity Incentive Plan. 25% of option becomes exercisable on the first anniversary of the grant and monthly thereafter in equal installments over the next thirty-six months.

(4) Options vest(ed) in four equal installments on 5/24/96, 5/24/97, 5/24/98 and 5/24/99.

(5) Options vest(ed) in four equal installments on 4/27/99, 4/27/00, 4/27/01 and 4/27/02.

(6) Options vest(ed) in four equal installments on 12/12/01, 12/12/02, 12/12/03 and 12/12/04.

By: /s/ **Frank H. Jellinek, Jr.**

Gary J. Marmontello, Attorney-in-Fact

**Signature of Reporting Person

1/30/03

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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