

ILLUMINA INC
Form 4
December 15, 2008

FORM 4

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

OMB APPROVAL

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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 *
FLATLEY JAY T

(Last) (First) (Middle)
9885 TOWNE CENTRE DRIVE
(Street)

SAN DIEGO, CA 92121-1975

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ILLUMINA INC [ILMN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2008

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)
President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/11/2008		M		1,667 (1)	A	\$ 2.995 816,293 D
Common Stock	12/11/2008		S		1,667 (1)	D	\$ 21.812 814,626 (2) D
Common Stock	12/11/2008		M		2,500 (1)	A	\$ 2.995 817,126 D
Common Stock	12/11/2008		S		2,500 (1)	D	\$ 21.928 814,626 (3) D
	12/11/2008		M			A	\$ 2.995 816,293 D

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Common Stock					1,667 <u>(1)</u>				
Common Stock	12/11/2008	S		D	1,667 <u>(1)</u>	\$ <u>(4)</u>	21.971	814,626	D
Common Stock	12/11/2008	M		A	1,667 <u>(1)</u>	\$ 2.995		816,293	D
Common Stock	12/11/2008	S		D	1,667 <u>(1)</u>	\$ <u>(5)</u>	22.004	814,626	D
Common Stock	12/11/2008	M		A	1,667 <u>(1)</u>	\$ 2.995		816,293	D
Common Stock	12/11/2008	S		D	1,667 <u>(1)</u>	\$ <u>(6)</u>	22.019	814,626	D
Common Stock	12/11/2008	M		A	1,667 <u>(1)</u>	\$ 2.995		816,293	D
Common Stock	12/11/2008	S		D	1,667 <u>(1)</u>	\$ <u>(7)</u>	22.049	814,626	D
Common Stock	12/11/2008	M		A	1,667 <u>(1)</u>	\$ 2.995		816,293	D
Common Stock	12/11/2008	S		D	1,667 <u>(1)</u>	\$ <u>(8)</u>	22.129	814,626	D
Common Stock	12/11/2008	M		A	2,498 <u>(1)</u>	\$ 2.995		817,124	D
Common Stock	12/11/2008	S		D	2,498 <u>(1)</u>	\$ 22.16 <u>(9)</u>		814,626	D
Common Stock								23,600	I
									by Daughters

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Non-Qualified Stock Option (right to buy)	\$ 2.995	12/11/2008	M	<u>1,667</u> (1)	09/27/2008	09/27/2011	Common Stock	1,667
Non-Qualified Stock Option (right to buy)	\$ 2.995	12/11/2008	M	<u>2,500</u> (1)	09/27/2008	09/27/2011	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 2.995	12/11/2008	M	<u>1,667</u> (1)	09/27/2008	09/27/2011	Common Stock	1,667
Non-Qualified Stock Option (right to buy)	\$ 2.995	12/11/2008	M	<u>1,667</u> (1)	09/27/2008	09/27/2011	Common Stock	1,667
Non-Qualified Stock Option (right to buy)	\$ 2.995	12/11/2008	M	<u>1,667</u> (1)	09/27/2008	09/27/2011	Common Stock	1,667
Non-Qualified Stock Option (right to buy)	\$ 2.995	12/11/2008	M	<u>1,667</u> (1)	09/27/2008	09/27/2011	Common Stock	1,667
Non-Qualified Stock Option (right to buy)	\$ 2.995	12/11/2008	M	<u>1,667</u> (1)	09/27/2008	09/27/2011	Common Stock	1,667
Non-Qualified Stock Option (right to buy)	\$ 2.995	12/11/2008	M	<u>2,498</u> (1)	09/27/2008	09/27/2011	Common Stock	2,498

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLATLEY JAY T 9885 TOWNE CENTRE DRIVE SAN DIEGO, CA 92121-1975	X		President & CEO	

Signatures

By: Octavio Espinoza For: Jay T.
Flatley

12/15/2008

__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) The sale was made pursuant to a 10B5-1 plan.
- (2) Weighted average sale price representing 1,667 shares sold ranging from \$21.80 to \$21.92 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (3) Weighted average sale price representing 2,500 shares sold ranging from \$21.92 to \$21.941 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (4) Weighted average sale price representing 1,667 shares sold ranging from \$21.941 to \$22.00 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (5) Weighted average sale price representing 1,667 shares sold ranging from \$22.00 to \$22.01 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (6) Weighted average sale price representing 1,667 shares sold ranging from \$22.01 to \$22.031 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (7) Weighted average sale price representing 1,667 shares sold ranging from \$22.031 to \$22.12 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (8) Weighted average sale price representing 1,667 shares sold ranging from \$22.12 to \$22.15 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.
- (9) Weighted average sale price representing 2,498 shares sold ranging from \$22.15 to \$22.18 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.