

FLATLEY JAY T
Form 4
February 17, 2009

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)
02/12/2009

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 (A) or (D) Price | | |
| Common Stock | 02/12/2009 | | M | | 1,666 (1) \$ 2.995 | D | |
| Common Stock | 02/12/2009 | | S | | 1,666 (1) \$ 34.581 (2) | D | |
| Common Stock | 02/12/2009 | | M | | 2,500 (1) \$ 2.995 | D | |
| Common Stock | 02/12/2009 | | S | | 2,500 (1) \$ 34.79 (3) | D | |
| Common Stock | 02/12/2009 | | M | | 1,666 (1) \$ 2.995 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|----------------------|---------|---------------|--------------|
| Common Stock | 02/12/2009 | S | <u>1,666</u> (1) | D | \$ 34.88 (4) | 803,825 | D | |
| Common Stock | 02/12/2009 | M | <u>1,666</u> (1) | A | \$ 2.995 | 805,491 | D | |
| Common Stock | 02/12/2009 | S | <u>1,666</u> (1) | D | \$ 34.905 (5) | 803,825 | D | |
| Common Stock | 02/12/2009 | M | <u>1,666</u> (1) | A | \$ 2.995 | 805,491 | D | |
| Common Stock | 02/12/2009 | S | <u>1,666</u> (1) | D | \$ 34.936 (6) | 803,825 | D | |
| Common Stock | 02/12/2009 | M | <u>1,666</u> (1) | A | \$ 2.995 | 805,491 | D | |
| Common Stock | 02/12/2009 | S | <u>1,666</u> (1) | D | \$ 34.963 (7) | 803,825 | D | |
| Common Stock | 02/12/2009 | M | <u>1,666</u> (1) | A | \$ 2.995 | 805,491 | D | |
| Common Stock | 02/12/2009 | S | <u>1,666</u> (1) | D | \$ 34.993 (8) | 803,825 | D | |
| Common Stock | 02/12/2009 | M | <u>1,666</u> (1) | A | \$ 2.995 | 805,491 | D | |
| Common Stock | 02/12/2009 | S | <u>1,666</u> (1) | D | \$ 35.02 (9) | 803,825 | D | |
| Common Stock | 02/12/2009 | M | <u>4,992</u> (1) | A | \$ 2.995 | 808,817 | D | |
| Common Stock | 02/12/2009 | S | <u>4,992</u> (1) | D | \$ 35.081 (10) | 803,825 | D | |
| Common Stock | 02/12/2009 | M | <u>5,846</u> (1) | A | \$ 2.995 | 809,671 | D | |
| Common Stock | 02/12/2009 | S | <u>5,846</u> (1) | D | \$ 35.232 (11) | 803,825 | <u>(12)</u> 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 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 1,666 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 1,666 |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 2,500 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 2,500 |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 1,666 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 1,666 |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 1,666 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 1,666 |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 1,666 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 1,666 |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 1,666 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 1,666 |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 1,666 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 1,666 |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 1,666 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 1,666 |
| Non-Qualified Stock Option (right to buy) | \$ 2.995 | 02/12/2009 | | M | 4,992 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 4,992 |
| Non-Qualified Stock Option | \$ 2.995 | 02/12/2009 | | M | 5,846 (1) | 09/27/2008 | 09/27/2011 | Common Stock | 5,846 |

(right to buy)

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

02/17/2009

**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 1,666 shares sold ranging from \$34.26 to \$34.73 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 \$34.73 to \$34.85 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 1,666 shares sold ranging from \$34.85 to \$34.90 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 1,666 shares sold ranging from \$34.90 to \$34.91 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 1,666 shares sold ranging from \$34.91 to \$34.95 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 1,666 shares sold ranging from \$34.95 to \$34.973 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 1,666 shares sold ranging from \$34.973 to \$35.010 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 1,666 shares sold ranging from \$35.010 to \$35.020 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.
- (10) Weighted average sale price representing 4,992 shares sold ranging from \$35.020 to \$35.16 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.
- (11) Weighted average sale price representing 5,846 shares sold ranging from \$35.16 to \$35.36 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.
- (12) Balance includes 539 shares acquired through Employee Stock Purchase Plan on 02/02/09.

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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