

EASTHAM KARIN
Form 4
March 21, 2011

FORM 4

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

OMB APPROVAL

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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 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 *
EASTHAM KARIN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN DIEGO, CA 92121-1975

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 03/17/2011 | | M | | 2,000 (1) | A | \$ 13.3 | 6,200 | D | |
| Common Stock | 03/17/2011 | | S | | 2,000 (1) | D | \$ 63.833 (2) | 4,200 | D | |
| Common Stock | 03/17/2011 | | M | | 3,524 (1) | A | \$ 17.575 | 7,724 | D | |
| Common Stock | 03/17/2011 | | S | | 3,524 (1) | D | \$ 62.8031 (3) | 4,200 | D | |
| Common Stock | 03/17/2011 | | M | | 476 (1) | A | \$ 17.575 | 4,676 | D | |

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Common Stock 03/17/2011 S 476 ⁽¹⁾ D 63.4538 ₍₄₎ 4,200 D \$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 13.3 | 03/17/2011 | | M | 2,000 ₍₁₎ | 06/08/2007 06/08/2016 | Common Stock | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 17.575 | 03/17/2011 | | M | 4,000 ₍₁₎ | 05/15/2008 06/07/2017 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EASTHAM KARIN 9885 TOWNE CENTRE DRIVE SAN DIEGO, CA 92121-1975 | | | X | |

Signatures

By: Scott M. Davies For: Karin Eastham 03/21/2011

**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 2,000 shares sold ranging from \$63.50 to \$64.47 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 3,524 shares sold ranging from \$62.42 to \$63.25 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 476 shares sold ranging from \$63.42 to \$63.50 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.

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