

Smith William Maxwell
 Form 3
 February 09, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Smith William Maxwell</p> <p>(Last) (First) (Middle)</p> <p>FLUIDIGM CORPORATION,Â 7000 SHORELINE COURT SUITE 100</p> <p>(Street)</p> <p>SOUTH SAN FRANCISCO,Â CAÂ 94080</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/09/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FLUIDIGM CORP [FLDM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Legal Affairs & GC</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	49,545 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	5,780 <u>(1)</u>	\$ 4.09	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	5,780 <u>(1)</u>	\$ 4.09	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	5,780 <u>(1)</u>	\$ 8.38	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	5,780 <u>(1)</u>	\$ 8.38	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	6,440 <u>(1)</u>	\$ 1.82	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	16,515 <u>(1)</u>	\$ 3.4	D	Â
Stock Option (Right to Buy)	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	28,901 <u>(1)</u>	\$ 1.82	D	Â
Stock Option (Right to Buy)	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	7,431 <u>(1)</u>	\$ 2.43	D	Â
Stock Option (Right to Buy)	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	8,821 <u>(1)</u>	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	7,693 <u>(1)</u>	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â <u>(12)</u>	Â <u>(12)</u>	Common Stock	11,560 <u>(1)</u>	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â <u>(13)</u>	Â <u>(13)</u>	Common Stock	8,257 <u>(1)</u>	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â <u>(14)</u>	Â <u>(14)</u>	Common Stock	8,257 <u>(1)</u>	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â <u>(15)</u>	Â <u>(15)</u>	Common Stock	7,344 <u>(1)</u>	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â <u>(16)</u>	Â <u>(16)</u>	Common Stock	12,143 <u>(1)</u>	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â <u>(17)</u>	Â <u>(17)</u>	Common Stock	5,176 <u>(1)</u>	\$ 4.45	D	Â
Stock Option (Right to Buy)	Â <u>(18)</u>	Â <u>(18)</u>	Common Stock	6,383 <u>(1)</u>	\$ 4.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith William Maxwell FLUIDIGM CORPORATION 7000 SHORELINE COURT SUITE 100 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â VP, Legal Affairs & GC	Â

Signatures

/s/ Gajus V. Worthington,
attorney-in-fact

02/09/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects a 1-for-1.73 reverse stock split of the Issuer's outstanding shares effected February 3, 2011.
- 100% of the shares subject to the Option will vest on December 31, 2012; provided that a percentage of the Option equal to the percentage of the reporting person's departmental goals that are achieved would become fully vested effective as of December 31, 2009.
- (2) The compensation committee determined that the reporting person met 90% of the performance criteria for 2009, resulting in the vesting of the Option as to 5,202 shares on December 31, 2009 and the remaining shares subject to the option to vest on December 31, 2012. The Option shall expire on November 17, 2019.
- The compensation committee determined that 70% of the Issuer's corporate goals for 2009 had been achieved. This resulted in 70% of the shares subject to the Option vesting on December 31, 2009, 25% of the remaining 30% of the shares subject to the Option vested on April 1, 2010 and 1/48th of the remaining unvested shares subject to the Option shall vest each month thereafter such that all shares subject to the Option shall be fully vested on April 1, 2013. The Option shall expire on November 17, 2019.
- (3) 25% of the shares subject to the Option shall vest on the one year anniversary of April 1, 2010 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option shall vest on each monthly anniversary of the Vesting Commencement Date such that the Option will be fully vested on April 1, 2014; provided that vesting for a percentage of the Option equal to the Company's percentage achievement of its 2010 corporate goals shall be accelerated to December 31, 2010. The compensation committee has not yet made a determination regarding the achievement of 2010 corporate goals. The percentage of the Option not accelerated shall vest over 4 years as described above. Vesting is subject to the reporting person continuing to be a service provider on such dates. The Option shall expire on January 4, 2021.
- (4) 100% of the shares subject to the Option shall vest on April 1, 2014; provided that vesting for a percentage of the shares subject to the Option equal to the reporting person's percentage achievement of his 2010 departmental goals shall be accelerated to December 31, 2010. The shares, if any, not subject to such accelerated vesting shall vest on April 1, 2014. Vesting is subject to the reporting person continuing to be a service provider on such dates. The Option shall expire on January 4, 2021.
- (5) The Option fully vested on December 4, 2005 and shall expire on December 4, 2011.
- (6) The Option fully vested on January 18, 2009 and shall expire on January 17, 2015.
- (7) The Option fully vested on April 1, 2007 and shall expire on July 15, 2013.
- (8) The Option fully vested on January 1, 2008 and shall expire on April 18, 2014.
- (9) The Option was originally granted on February 1, 2006 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on October 1, 2008 and shall expire on August 14, 2016.
- (10) The Option was originally granted on February 1, 2006 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. The Option fully vested on May 1, 2010 and shall expire on August 14, 2016.
- (11) The Option was originally granted on April 23, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 10,837 shares subject to the Option will vest as of December 31, 2011 and 241 shares will vest monthly thereafter. The Option will fully vest on March 31, 2012 and shall expire on April 23, 2018.
- (12)

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(13) The Option was originally granted on April 23, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 6,089 shares subject to the Option were vested as of the re-grant date, an additional 1,651 shares will vest on December 31, 2011 and 172 shares will vest monthly thereafter. The Option will fully vest on March 31, 2012 and shall expire on April 23, 2018.

(14) The Option was originally granted on April 23, 2008 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 5,215 shares subject to the Option were vested as of the re-grant date and thereafter 97 shares vested monthly until January 1, 2010 and 172 shares will vest monthly thereafter. The Option will fully vest on May 1, 2012 and shall expire on April 23, 2018.

(15) The Option was originally granted on May 8, 2007 and was re-granted on December 23, 2009 as part of the issuer's option repricing. The Option fully vested on May 1, 2007 and shall expire on May 7, 2017

(16) The option was originally granted on May 8, 2007 and was re-granted on December 23, 2009 as part of the Issuer's option repricing. 7,842 shares subject to the Option were vested as the re-grant date and 253 shares vest monthly thereafter. The Option will fully vest on May 1, 2011 and shall expire on May 7, 2017.

(17) The Option was originally granted on April 24, 2008 and was re-granted on December 23, 2009 as part of the issuer's option repricing. The Option fully vested on May 1, 2008 and shall expire on April 23, 2018.

(18) The Option was originally granted on April 24, 2008 and was re-granted on December 23, 2009 as part of the issuer's option repricing. The Option fully vested on May 1, 2008 and shall expire on April 23, 2018.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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