

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person* <u>Lehr Donald P.</u> (Last) (First) (Middle) <u>20374 SENECA MEADOWS PARKWAY</u> (Street) <u>GERMANTOWN MD 20876</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTREXON CORP [XON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2013</u>	
4. If Amendment, Date of Original Filed (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 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	08/13/2013		C		12,680 ⁽¹⁾	A	\$0	12,680	D	
Common Stock	08/13/2013		C		796 ⁽²⁾	A	\$16	13,476	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series D Convertible Preferred Stock	(2)	08/13/2013		C			22,190	(2)	(2)	Common Stock	12,680	(2)	0	D	
Series D Convertible Preferred Stock Dividend	\$16 ⁽³⁾	08/13/2013		C			0 ⁽³⁾	(3)	(3)	Common Stock ⁽³⁾	796	\$16 ⁽³⁾	0	D	

Explanation of Responses:

- The indicated shares represent the number of shares received upon conversion of the Issuer's Convertible Preferred Stock, indicated by Series in Table II.
- Effective upon the closing of the Issuer's firm commitment underwritten initial public offering of its Common Stock, the shares of Convertible Preferred Stock automatically converted at a ratio of 1.75-to-1 into the number of shares of Common Stock shown in column 7. The shares of Convertible Preferred Stock had no expiration date.
- Effective upon the closing of the Issuer's firm commitment underwritten initial public offering all accrued dividends with respect to the shares of Convertible Preferred Stock were converted into shares of Common Stock at the then current fair market value, or \$16.00 per share. Payment for partial shares was issued in the form of a monetary refund by the Issuer.

Remarks:

/s/ Donald P. Lehr

08/15/2013

** Signature of Reporting Person

Date

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).

** 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.

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 Number.