

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>Reed Thomas D.</u>  (Last) (First) (Middle) 20374 SENECA MEADOWS PARKWAY  (Street) GERMANTOWN MD 20876  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/07/2013	3. Issuer Name and Ticker or Trading Symbol <u>INTREXON CORP [ XON ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Science Officer</p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	78,400	I	By trust <sup>(1)</sup>
Common Stock	253,005	I	By trust of spouse <sup>(2)</sup>

**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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Option to Purchase Common Stock	(3)	12/05/2021	Common Stock 61,943	7.12	D	
Option to Purchase Common Stock	(3)	11/15/2017	Common Stock 28,571	2.74	D	
Option to Purchase Common Stock	(3)	02/20/2018	Common Stock 8,571	2.74	D	
Option to Purchase Common Stock	(3)	07/09/2017	Common Stock 2,857	3.29	D	
Series D Convertible Preferred Stock	(4)	(4)	Common Stock 904	(4)	I	By trust <sup>(1)</sup>

**Explanation of Responses:**

- Shares issued to Thomas David Reed, Trustee of the Thomas David Reed Living Trust dated February 4, 2011.
- Shares issued to Thomas D. Reed's spouse, Jacquelyn Ann Reed, Trustee of the Jacquelyn Ann Reed Living Trust dated February 4, 2011.
- These options are immediately exercisable.
- The Series D Convertible Preferred Stock is convertible into Common Stock on a 1-for-1.75 basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon (i) the closing of the Issuer's firm commitment underwritten initial public offering in the event it results in net proceeds of at least \$100,000,000 and (ii) upon the election of the holders of a majority of the then outstanding shares of such series. Upon conversion, all dividends that have accrued with respect to Series D Preferred Stock will convert into shares of Common Stock at the then current fair market value. The Series D Convertible Preferred Stock has no expiration date.

**Remarks:**

/s/ Thomas D. Reed

08/07/2013

\*\* 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 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).

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.

SECTION 16

POWER OF ATTORNEY

I, Thomas D. Reed, do hereby constitute and appoint Donald P. Lehr and Rick L. Sterling, my true and lawful attorneys-in-fact, either of whom acting singly is hereby I do hereby ratify and confirm all acts my said attorney shall do or cause to be done by virtue hereof. I acknowledge that the foregoing attorneys-in-fact, serving This power of attorney shall remain in full force and effect until it is revoked by the undersigned in a signed writing delivered to each such attorney-in-fact or t WITNESS the execution hereof this 7th day of August, 2013.

/s/ Thomas D. Reed

Thomas D. Reed