

IDEXX LABORATORIES INC /DE
 Form 4
 October 28, 2013

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 *
 AYERS JONATHAN W

2. Issuer Name and Ticker or Trading Symbol
 IDEXX LABORATORIES INC /DE
 [IDXX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE IDEXX DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/24/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

WESTBROOK, ME 04092

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 | (A) or (D) | Price |
| Common Stock | 10/24/2013 | | M | | 13,000 | A | \$ 25.45 |
| Common Stock | 10/24/2013 | | M | | 7,000 | A | \$ 41.935 |
| Common Stock | 10/24/2013 | | M | | 25,000 | A | \$ 50 |
| Common Stock | 10/24/2013 | | S ⁽²⁾ | | 38,700 | D | \$ 104.1955 |
| Common Stock | 10/24/2013 | | S ⁽²⁾ | | 389 | D | \$ 104.9694 |

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(4)

| | | | | | | | | |
|--------------|------------|------------------|--------|---|-------------|---------|---|-----------------------|
| Common Stock | 10/25/2013 | M | 13,000 | A | \$ 25.45 | 358,901 | D | |
| Common Stock | 10/25/2013 | M | 7,000 | A | \$ 41.935 | 365,901 | D | |
| Common Stock | 10/25/2013 | M | 25,000 | A | \$ 50 | 390,901 | D | |
| Common Stock | 10/25/2013 | S ⁽²⁾ | 8,255 | D | \$ 104.2989 | 382,646 | D | |
| Common Stock | 10/25/2013 | S ⁽²⁾ | 30,834 | D | \$ 104.5766 | 351,812 | D | |
| Common Stock | | | | | | 49,000 | I | By Ayers Family Trust |

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

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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) | 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) | \$ 25.45 | 10/24/2013 | | M | 13,000 | (7) | 02/04/2014 | Common Stock | 13,000 |
| Non-Qualified Stock Option (right to buy) | \$ 41.935 | 10/24/2013 | | M | 7,000 | (8) | 02/13/2014 | Common Stock | 7,000 |
| Non-Qualified Stock Option (right to buy) | \$ 50 | 10/24/2013 | | M | 25,000 | (9) | 02/13/2014 | Common Stock | 25,000 |

| | | | | | | | | |
|---|-----------|------------|---|--------|-----|------------|-----------------|--------|
| Non-Qualified Stock Option (right to buy) | \$ 25.45 | 10/25/2013 | M | 13,000 | (7) | 02/04/2014 | Common Stock | 13,000 |
| Non-Qualified Stock Option (right to buy) | \$ 41.935 | 10/25/2013 | M | 7,000 | (8) | 02/13/2014 | Common Stock | 7,000 |
| Non-Qualified Stock Option (right to buy) | \$ 50 | 10/25/2013 | M | 25,000 | (9) | 02/13/2014 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| AYERS JONATHAN W ONE IDEXX DRIVE WESTBROOK, ME 04092 | X | | Chairman, President & CEO | |

Signatures

Jennifer L. Panciocco, Attorney-in-Fact for Jonathan W. Ayers

10/28/2013

__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) Includes 66 shares, 68 shares and 68 shares acquired under the IDEXX Laboratories, Inc. Employee Stock Purchase Plan on 03/29/2013, 06/28/2014 and 09/30/2013, respectively.
- (2) The sale reported above was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 02/28/2013.
The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$103.85 to \$104.80, inclusive. The reporting person hereby undertakes to provide upon request to SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 3, 4, 5 and 6 to this Form 4.
- (3) The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$104.91 to \$105.02, inclusive.
- (4) The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$103.48 to \$104.475, inclusive.
- (5) The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$104.48 to \$104.79, inclusive.
- (6) Grant of options to buy shares of common stock becomes exercisable as to 22,000 shares on 02/05/2005, 02/05/2006, 02/05/2007 and 02/05/2008, and the remaining 18,072 shares on 02/05/2009.
- (7) Grant of options to buy shares of common stock becomes exercisable as to 12,000 shares on 02/14/2008, 02/14/2009, 02/14/2010 and 02/14/2011, and the remaining 9,616 shares on 02/14/2012.
- (8) Grant of options to buy shares of common stock that vest in five equal annual installments, beginning on the first anniversary date(02/14/2008) of the date of grant.
- (9)

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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