#### CURRENT RICHARD R

Form 4 October 01, 2010

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. *See* Instruction 1(b).

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)

|                                      |  |          | 2. Issuer Name and Ticker or Trading Symbol NEOGEN CORP [NEOG] |                                      |    |                                 |       | 8   | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |
|--------------------------------------|--|----------|--|--------------------------------------|----|---------------------------------|-------|---|--|--|---|--|
| (Last)                               | (First)  | (Middle) | of Earliest Transaction Day/Year) 2010                         |                                      |    |                                 |       | (Check all applicable)  Director 10% Owner X Officer (give title Other (specify below)  Vice Preident & CFO |  |  |   |  |
| (6)                                  | (Street)   | (7)      | 4. If Amendment, Date Original Filed(Month/Day/Year)           |                                      |    |                                 |       | <i></i><br>-<br>-<br>F  | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |   |  |
| (City)                               | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |          |  |                                      |    |                                 |       |   |  |  |   |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year)  |          | Date, if   | 3.<br>Transact<br>Code<br>(Instr. 8) | (I | Security or Dispose Instr. 3, 4 | ed of |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                             | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 09/29/2010   |          |  | M                                    | 4  | 1,628                           | A     | \$ 8.18   | 51,422   | D  |   |  |
| Common<br>Stock                      | 09/29/2010   |          |  | S                                    | 4  | 1,628                           | D     | \$<br>34.3897   | 46,794   | D  |   |  |
| Common<br>Stock                      | 09/29/2010   |          |  | M                                    | 5  | 5,350                           | A     | \$ 9.02   | 52,144   | D  |   |  |
| Common<br>Stock                      | 09/29/2010   |          |  | S                                    | 5  | 5,350                           | D     | \$<br>34.3897   | 46,794   | D  |   |  |
| Common<br>Stock                      | 09/29/2010   |          |  | M                                    | 1  | ,862                            | A     | \$ 9.02   | 48,656   | D  |   |  |

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| Common<br>Stock | 09/29/2010 | S | 1,862 | D | \$<br>34.3897 | 46,794 | D |
|-----------------|------------|---|-------|---|---------------|--------|---|
| Common<br>Stock | 09/30/2010 | M | 4,540 | A | \$ 9.02       | 51,334 | D |
| Common<br>Stock | 09/30/2010 | S | 4,540 | D | \$<br>33.9592 | 46,794 | 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.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |         | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
|---|---|--------------------------------------|---|---|---------|--|--------------------|---|--|
|   |   |                                      |   | Code V  | (A) (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Common<br>Stock<br>Option<br>(Right to<br>buy)      | \$ 8.18   | 09/29/2010                           |   | M   | 4,628   | <u>(1)</u>   | 10/31/2010         | Common<br>Stock   | 4,628                                  |
| Common<br>Stock<br>Options<br>(Right to<br>buy)     | \$ 9.02   | 09/29/2010                           |   | M   | 5,350   | <u>(2)</u>   | 11/03/2011         | Common<br>Stock   | 5,350                                  |
| Common<br>Stock<br>Options<br>(Right to<br>buy)     | \$ 9.02   | 09/30/2010                           |   | M   | 1,862   | (3)  | 11/03/2011         | Common<br>Stock   | 1,862                                  |
| Common<br>Stock<br>Options<br>(Right to             | \$ 9.02   | 09/30/2010                           |   | M   | 4,540   | (2)  | 11/03/2011         | Common<br>Stock   | 4,540                                  |

Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CURRENT RICHARD R

Vice Preident & CFO

## **Signatures**

Richard R. 10/01/2010 Current

\*\*Signature of Date

Reporting Person

## **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 options were granted 10/31/05 as ISO options with 5 year lives. The options vested 20% per year for 5 years.
- (2) The options were granted 11/3/06 as ISO options with 5 year lives. The options vested 20% yearly for 5 years.
- (3) The options were granted 11/3/06 as non-qualified options with a 5 year life. The options vested 20% per year for 5 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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