

IDEXX LABORATORIES INC /DE

Form 4

February 19, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams Michael J PhD

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)
02/14/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Executive Vice President

WESTBROOK, ME 04092

4. If Amendment, Date Original
Filed(Month/Day/Year)

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) (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)
Common Stock	02/14/2014		M	273 A \$ 0	11,899 ⁽¹⁾	D	
Common Stock	02/14/2014		M	258 A \$ 0	12,157	D	
common Stock	02/14/2014		M	258 A \$ 0	12,415	D	
Common Stock	02/14/2014		M	398 A \$ 0	12,813	D	
Common Stock	02/14/2014		M	400 A \$ 0	13,213	D	

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Common Stock 02/14/2014 F 538 D \$ 124 12,675 D

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Non-Qualified Stock Option (right to buy)	\$ 124	02/14/2014		A		9,499	(2) 02/13/2024	Common Stock 9,499
Incentive Stock Option (right to buy)	\$ 124	02/14/2014		A		806	(3) 02/13/2024	Common Stock 806
Restricted Stock Unit	(4)	02/14/2014		A		1,008	(4) (4)	Common Stock 1,008
Restricted Stock Unit	(5)	02/14/2014		M		273	(5) (5)	Common Stock 273
Restricted Stock Unit	(6)	02/14/2014		M		258	(6) (6)	Common Stock 258
Restricted Stock Unit	(7)	02/14/2014		M		258	(7) (7)	Common Stock 258
Restricted Stock Unit	(8)	02/14/2014		M		398	(8) (8)	Common Stock 398
Restricted Stock Unit	(9)	02/14/2014		M		400	(9) (9)	Common Stock 400

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Williams Michael J PhD
ONE IDEXX DRIVE
WESTBROOK, ME 04092

Executive Vice President

Signatures

Jennifer L. Panciocco, Attorney-in-Fact for Michael J.
Williams, PhD

02/19/2014

__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 60 shares acquired under the IDEXX Laboratories, Inc. Employee Stock Purchase Plan on 12/31/2013.
 - (2) Grant of options to buy shares of common stock becomes exercisable as to 2,061 shares on 02/14/2015, 02/14/2016, 02/14/2017 and 02/14/2018, and the remaining 1,255 shares on 02/14/2019.
 - (3) Grant of options to buy shares of common stock that vest on the fifth anniversary date (02/14/2019) of the grant.
 - (4) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2015) of the date of grant.
 - (5) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2014) of the date of grant.
 - (6) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2013) of the date of grant.
 - (7) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2012) of the date of grant.
 - (8) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2011) of the date of grant.
 - (9) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2010) of the date of grant.

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.