

QUEST DIAGNOSTICS INC

Form 4

March 03, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PREVOZNIK MICHAEL E

2. Issuer Name **and** Ticker or Trading  
Symbol  
QUEST DIAGNOSTICS INC  
[DGX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O QUEST DIAGNOSTICS  
INCORPORATED, 3 GIRALDA  
FARMS

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & General Counsel

(Street)

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

MADISON, NJ 07940

(City) (State) (Zip)

**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) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/01/2016                              |                                                             | A                                    | 1,994<br>(1)                                                            | A \$ 67.01 47,317                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/01/2016                              |                                                             | F                                    | 685 (2)                                                                 | D \$ 67.01 46,632                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/01/2016                              |                                                             | F                                    | 919 (3)                                                                 | D \$ 66.51 45,713                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/01/2016                              |                                                             | S(4)                                 | 3,532                                                                   | D \$ 68.1894 42,181                                                                                                | D                                                                       |                                                                   |
|                                       |                                         |                                                             |                                      | (5)                                                                     |                                                                                                                    |                                                                         |                                                                   |

|              |            |                  |     |   |                      |                       |   |
|--------------|------------|------------------|-----|---|----------------------|-----------------------|---|
| Common Stock | 03/01/2016 | S <sup>(4)</sup> | 283 | D | \$<br>68.6205<br>(6) | 41,905 <sup>(7)</sup> | D |
|--------------|------------|------------------|-----|---|----------------------|-----------------------|---|

|              |                  |   |      |
|--------------|------------------|---|------|
| Common Stock | 4,775 <u>(8)</u> | I | 401K |
|--------------|------------------|---|------|

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.**

**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. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title<br>or<br>Number<br>of<br>Shares               |                                                                                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |                             |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                                   | Director      | 10% Owner | Officer                     | Other |
| PREVOZNIK MICHAEL E<br>C/O QUEST DIAGNOSTICS INCORPORATED<br>3 GIRALDA FARMS<br>MADISON, NJ 07940 |               |           | SVP &<br>General<br>Counsel |       |

## Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Michael E. Prevoznik

03/03/2016

          \*\*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).

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- (1) Stock issued by Quest Diagnostics Incorporated in settlement of a performance share award dated February 25, 2013, approved in accordance with the requirements of Rule 16b-3(d).
- (2) Disposition of common stock to the issuer solely to cover tax withholding obligations arising from the settlement of said performance share award.
- (3) Disposition of common stock to the issuer solely to cover tax withholding obligations arising from the vesting of a previous grant of restricted shares.
- (4) The sale reported was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on May 8, 2014.

This transaction was executed in multiple trades at prices ranging from \$67.57 to \$68.5415. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$68.6200 to \$68.6207. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) The amount includes exempt purchases made under the Company's stock purchase plan since the date of the last filing on Form 4.
- (7) These underlying shares were acquired on a periodic basis by the trustee of the Company's tax qualified Profit Sharing (401(k)) and/or Supplemental Deferred Compensation Plan. The information was obtained from the plan administrator as of a current date.
- (8) The number of shares is based on the account balance of the Company stock fund under each Plan (which includes some money market instruments) divided by the market price of the Company's stock as of that date.

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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