

QUEST DIAGNOSTICS INC
Form 4
November 17, 2016

FORM 4

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

OMB APPROVAL

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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 *
PFEIFFER GARY M

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2016

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

C/O QUEST DIAGNOSTICS INCORPORATED, 3 GIRALDA FARMS

(Street)

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

MADISON, NJ 07940

(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 | 11/15/2016 | | M | | 8,000 | A | \$ 51.55 |
| | | | | | | | 30,008 |
| | | | | | | | \$ |
| Common Stock | 11/15/2016 | | S | | 8,000 | D | 85.012 |
| | | | | | | | (1) |
| | | | | | | | 22,008 |
| Common Stock | 11/15/2016 | | M | | 8,000 | A | \$ 55.76 |
| | | | | | | | 30,008 |
| Common Stock | 11/15/2016 | | S | | 8,000 | D | \$ |
| | | | | | | | 22,008 |
| | | | | | | | 84.938 |

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| | | | | | (2) | | |
|--------------|------------|---|-------|---|---------------------|------------|---|
| Common Stock | 11/15/2016 | M | 6,111 | A | \$ 57.665 | 28,119 | D |
| Common Stock | 11/15/2016 | S | 6,111 | D | \$ 85.065 (3) | 22,008 | D |
| Common Stock | 11/15/2016 | M | 6,111 | A | \$ 57.565 | 28,119 | D |
| Common Stock | 11/15/2016 | S | 6,111 | D | \$ 85.088 (4) | 22,008 | D |
| Common Stock | 11/15/2016 | M | 6,111 | A | \$ 61.225 | 28,119 | D |
| Common Stock | 11/15/2016 | S | 6,111 | D | \$ 85.184 (5) | 22,008 | D |
| Common Stock | 11/15/2016 | S | 8,310 | D | \$ 85.254 (6) | 13,698 (7) | 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options (Right to Buy) | \$ 51.55 | 11/15/2016 | | M | 8,000 | (8) 05/14/2019 | Common Stock | 8,000 |
| | \$ 55.76 | 11/15/2016 | | M | 8,000 | (9) 05/06/2020 | | 8,000 |

| Stock Options (Right to Buy) | Price | Expiration Date | Exercise Method | Quantity | Notes | Exercise Date | Common Stock | Quantity |
|------------------------------|-----------|-----------------|-----------------|----------|-------|---------------|--------------|----------|
| Stock Options (Right to Buy) | \$ 57.67 | 11/15/2016 | M | 6,111 | (10) | 05/17/2021 | Common Stock | 6,111 |
| Stock Options (Right to Buy) | \$ 57.565 | 11/15/2016 | M | 6,111 | (11) | 05/11/2022 | Common Stock | 6,111 |
| Stock Options (Right to Buy) | \$ 61.225 | 11/15/2016 | M | 6,111 | (12) | 05/21/2023 | Common Stock | 6,111 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PFEIFFER GARY M C/O QUEST DIAGNOSTICS INCORPORATED 3 GIRALDA FARMS MADISON, NJ 07940 | X | | | |

Signatures

/s/William J. O'Shaughnessy, Jr. Attorney in Fact for Gary M. Pfeiffer

11/17/2016

__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).
- (1) This transaction was executed in multiple trades at prices ranging from \$84.96 to \$85.05. 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.
 - (2) This transaction was executed in multiple trades at prices ranging from \$84.82 to \$84.98. 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.
 - (3) This transaction was executed in multiple trades at prices ranging from \$85.01 to \$85.22. 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.
 - (4) This transaction was executed in multiple trades at prices ranging from \$85.01 to \$85.19. 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)

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This transaction was executed in multiple trades at prices ranging from \$85.09 to \$85.29. 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) This transaction was executed in multiple trades at prices ranging from \$85.11 to \$85.29. 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.
- (7) The amount includes shares acquired via dividend reinvestment since the date of reporting person's last filing on Form 4 pursuant to the Amended and Restated Deferred Compensation Plan for Directors.
- (8) The options vested in three annual installments beginning with the first on May 14, 2010, the second on May 14, 2011 and the final on May 14, 2012.
- (9) The options vested in three annual installments beginning with the first on May 6, 2011, the second on May 6, 2012 and the final on May 6, 2013.
- (10) The options vested in three annual installments beginning with the first on May 17, 2012, the second on May 17, 2013 and the final on May 17, 2014.
- (11) The options vested in three annual installments beginning with the first on May 11, 2013, the second on May 11, 2014 and the final on May 11, 2015.
- (12) The options vested in three annual installments beginning with the first on May 21, 2014, the second on May 21, 2015 and the final on May 21, 2016.

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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