

QUEST DIAGNOSTICS INC  
Form 4  
February 01, 2017

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Doherty Catherine T.

(Last) (First) (Middle)

C/O QUEST DIAGNOSTICS  
INCORPORATED, 3 GIRALDA  
FARMS

(Street)

MADISON, NJ 07940

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, Clin. Franchise Solutions

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 01/30/2017                              |                                                             | M                                    | 42,586 A                                                                | \$ 52.165                                                                                                          | 119,321                                                                 | D                                                                              |
| Common<br>Stock                       | 01/30/2017                              |                                                             | S                                    | 31,100 D                                                                | \$ 90.419<br>(1)                                                                                                   | 88,221                                                                  | D                                                                              |
| Common<br>Stock                       | 01/30/2017                              |                                                             | S                                    | 11,486 D                                                                | \$ 91.612<br>(2)                                                                                                   | 76,735                                                                  | D                                                                              |
| Common<br>Stock                       | 01/30/2017                              |                                                             | M                                    | 37,414 A                                                                | \$ 56.12                                                                                                           | 114,149                                                                 | D                                                                              |

Stock

|                 |            |   |        |   |                     |         |   |      |
|-----------------|------------|---|--------|---|---------------------|---------|---|------|
| Common<br>Stock | 01/30/2017 | S | 37,414 | D | \$<br>90.396<br>(3) | 76,735  | D |      |
| Common<br>Stock |            |   |        |   |                     | 294 (4) | I | SDCP |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |        | 8.<br>Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|--------|----------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               |        |                                              |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 52.165                                                             | 01/30/2017                              |                                                             | M                                       | 42,586                                                                                                       | <u>(5)</u>                                                     | 02/13/2024         | Common<br>Stock                                                     | 42,586 | \$                                           |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 56.12                                                              | 01/30/2017                              |                                                             | M                                       | 37,414                                                                                                       | <u>(5)</u>                                                     | 02/25/2023         | Common<br>Stock                                                     | 37,414 |                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships                    |
|----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                    | Director 10% Owner Officer Other |
| Doherty Catherine T.<br>C/O QUEST DIAGNOSTICS INCORPORATED<br>3 GIRALDA FARMS<br>MADISON, NJ 07940 | SVP, Clin. Franchise Solutions   |

## Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Catherine T.  
Doherty

02/01/2017

\_\_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 \$90.14 to \$91.09. 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 \$91.14 to \$91.98. 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 \$90.15 to \$90.75. 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) These underlying shares were acquired on a periodic basis by the trustee of the Company's Supplemental Deferred Compensation Plan. The information was obtained from the plan administrator as of a current date. The number of shares is based on the account balance of the Company stock fund under the Plan (which includes some money market instruments) divided by the market price of the Company's stock as of that date.

(5) The options vested in three equal annual installments beginning on the first annual anniversary of the grant 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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