

QUEST DIAGNOSTICS INC

Form 4

October 31, 2011

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)
10/27/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & General Counsel

(Street)
MADISON, NJ 07940

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/27/2011		M	(A) or (D) Amount (1) \$ 35.5325	109,058	D	
Common Stock	10/27/2011		S	(2) \$ 56.6801 (3)	41,058	D	
Common Stock	10/27/2011		M	(1) \$ 48.74	89,058	D	
Common Stock	10/27/2011		S	(2) \$ 56.6801	41,058	D	

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(3)

Common
Stock 4,332 (4) I 401k/SDCP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 35.5325	10/27/2011		M		68,000		04/17/2006	02/27/2012	Common Stock	68,000
Stock Options (Right to Buy)	\$ 48.74	10/27/2011		M		48,000		02/22/2008	02/22/2012	Common Stock	48,000

Reporting Owners

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

Signatures

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

10/31/2011

**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) The option vests in three equal annual installments beginning on the anniversary date of the grant.

(2) The sale reported was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on February 7, 2011.

This transaction was executed in multiple trades at prices ranging from \$56.45 to \$56.98. The price reported above reflects the weighted
(3) 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.

Due to circumstances beyond the control of the Reporting Person, these holdings have not been updated to reflect exempt acquisitions
(4) that have occurred since the date of the Reporting Person's most recently filed Form 4. The holdings will be updated on the next Form 4 filed by the Reporting Person

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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