

NEOGEN CORP

Form 4

November 03, 2008

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MALTESE ANTHONY E

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
NEOGEN CORP [NEOG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

(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

(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 (Instr. 4)
Common Stock	10/31/2008		M	24 A \$ 12.27	30,394	D	
Common Stock	10/31/2008		S	24 D \$ 29.8	30,370	D	
Common Stock	11/03/2008		M	2,088 A \$ 12.27	32,458	D	
Common Stock	11/03/2008		S	2,088 D \$ 29.8	30,370	D	
Common Stock	11/03/2008		M	2,700 A \$ 13.53	33,070	D	

Edgar Filing: NEOGEN CORP - Form 4

Common Stock 11/03/2008 S 2,700 D \$ 29.8 30,370 D

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 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 (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
Common Stock Option	\$ 12.27	10/31/2008		X	24	<u>(1)</u> 10/31/2010	Common Stock	24
Common Stock Option	\$ 12.27	11/03/2008		X	2,088	<u>(1)</u> 10/31/2010	Common Stock	2,088
Common Stock Option	\$ 2,700	11/03/2008		X	2,700	<u>(2)</u> 11/03/2011	Common Stock	2,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MALTESE ANTHONY E	Vice President

Signatures

Richard R.
Current POA 11/03/2008

**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 options were granted 10/31/05 and became exercisable 20% yearly thereafter

(2) The options were granted 11/3/06 and became exercisable 20% yearly thereafter

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.