

MORRICAL TERRI A

Form 4

October 04, 2010

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 *
MORRICAL TERRI A

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2010

____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/29/2010		M	2,340 A	\$ 8.18 12,614	D	
Common Stock	09/29/2010		S	2,340 D	\$ 34.3921 10,274	D	
Common Stock	09/29/2010		M	268 A	\$ 9.02 10,542	D	
Common Stock	09/29/2010		S	268 D	\$ 34.3921 10,274	D	
Common Stock	09/30/2010		M	1,457 A	\$ 9.02 11,731	D	

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Common Stock 09/30/2010 S 1,457 D \$ 34.1062 10,274 D

Common Stock 20,564 I Held by Neogen 401-K Plan

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)	8. Amount or Number of Shares
Common Stock Option (Right to buy)	\$ 8.18	09/29/2010		M	2,340	<u>(1)</u> 10/31/2010	Common Stock	2,340
Common Stock Option (Right to buy)	\$ 9.02	09/29/2010		M	268	<u>(2)</u> 11/03/2011	Common Stock	268
Common Stock Option (Right to buy)	\$ 9.02	09/30/2010		M	1,457	<u>(2)</u> 11/03/2011	Common Stock	1,457

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MORRICAL TERRI A

Vice President

Signatures

Richard R. Current
(Attorney-in-fact)

10/04/2010

__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 as ISO options and became exercisable 20% yearly thereafter
- (2) The options were granted 11/3/06 as ISO options 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.
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