

HERBERT JAMES L

Form 4

August 14, 2009

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 *
HERBERT JAMES L

(Last) (First) (Middle)

NEOGEN CORP, 620 LESHER
PLACE

(Street)

LANSING, MI 48912

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/13/2009		M		1,200	A	\$ 13.63
Common Stock	08/13/2009		F		583	D	\$ 28.03
Common Stock	08/13/2009		M		360	A	\$ 12.27
Common Stock	08/13/2009		F		157	D	\$ 28.03
Common Stock	08/13/2009		M		1,500	A	\$ 13.53

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Common Stock	08/13/2009	F	724	D	\$ 28.03	544,414	D	
Common Stock						129,547	I	See Footnote (1)

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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.63	08/13/2009		M		1,200		<u>(2)</u>	12/21/2009	Common Stock	1,200
Employee Stock Option (right to buy)	\$ 12.27	08/13/2009		M		360		<u>(3)</u>	10/31/2010	Common Stock	360
Employee Stock Option (right to buy)	\$ 13.53	08/13/2009		M		1,500		<u>(4)</u>	11/03/2011	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

HERBERT JAMES L
NEOGEN CORP
620 LESHER PLACE
LANSING, MI 48912

X

Chairman & CEO

Signatures

Richard R. Current
(attorney-in-fact)

08/14/2009

__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) 129,547 shares are held in a trust for the benefit of Mr. Herbert's wife Judith Herbert.
- (2) The options were granted 12/21/04 and became exercisable 20% yearly beginning 12/21/05.
- (3) The options were granted 10/31/05 and became exercisable 20% yearly beginning 10/31/06
- (4) The options were granted 11/3/06 and became exercisable 20% yearly beginning 11/3/07

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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