

MORRICAL TERRI A

Form 4

October 07, 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

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/05/2010

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/05/2010		M	693 A \$ 9.02	10,967	D	
Common Stock	10/05/2010		S	683 D \$ 34.1062	10,274	D	
Common Stock	10/05/2010		M	2,086 A \$ 13.553	12,360	D	
Common Stock	10/05/2010		S	2,086 D \$ 34.1062	10,274	D	
Common Stock	10/06/2010		M	137 A \$ 13.553	10,411	D	

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Common Stock 10/06/2010 S 137 D \$ 34.05 10,274 D

Common Stock 20,564 I Held by Neogen Corporation 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)	\$ 9.02	10/05/2010		M	693	<u>(1)</u> 11/03/2011	Common Stock	693
Common Stock Options (Right to buy)	\$ 13.553	10/05/2010		M	2,086	<u>(2)</u> 08/09/2012	Common Stock	2,086
Common Stock Option (Right to buy)	\$ 13.553	10/06/2010		M	137	<u>(2)</u> 08/09/2012	Common Stock	137

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)

10/07/2010

__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 11/3/06 as ISO options and became exercisable 20% yearly thereafter.
- (2) The options were granted 8/9/07 as Non-Qualified 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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