

NEOGEN CORP  
Form 4  
August 28, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)  
**08/26/2014**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                                       |
| Common Stock                    | 08/26/2014                           |                                                    | M                              |                                                                   | 1,800 A \$ 13.036                                                                             | 899,582                                                  | D                                                     |
| Common Stock                    | 08/26/2014                           |                                                    | S                              |                                                                   | 1,800 D \$ 43.009                                                                             | 897,782                                                  | D                                                     |
| Common Stock                    | 08/27/2014                           |                                                    | M                              |                                                                   | 6,515 A \$ 13.036                                                                             | 904,297                                                  | D                                                     |
| Common Stock                    | 08/27/2014                           |                                                    | S                              |                                                                   | 6,515 D \$ 41.8717                                                                            | 897,782                                                  | D                                                     |
| Common Stock                    | 08/28/2014                           |                                                    | M                              |                                                                   | 6,514 A \$ 13.036                                                                             | 904,296                                                  | D                                                     |

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|              |            |   |       |   |           |         |   |                         |
|--------------|------------|---|-------|---|-----------|---------|---|-------------------------|
| Common Stock | 08/28/2014 | S | 6,514 | D | \$ 41.815 | 897,782 | D |                         |
| Common Stock |            |   |       |   |           | 378,480 | I | See Footnote <u>(2)</u> |

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 (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 |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                      | Date Exercisable                                         | Expiration Date                                               | Title                         | Amount or Number of Shares |
| Common Stock (Right to Buy)                | \$ 13.036                                              | 08/26/2014                           |                                                    | M                              | 1,800                                                                          | <u>(1)</u> 08/29/2014                                    | Common Stock                                                  | 1,800                         |                            |
| Common Stock (Right to Buy)                | \$ 13.036                                              | 08/27/2014                           |                                                    | M                              | 6,515                                                                          | <u>(1)</u> 08/29/2014                                    | Common Stock                                                  | 6,515                         |                            |
| Common Stock (Right to Buy)                | \$ 13.036                                              | 08/28/2014                           |                                                    | M                              | 6,514                                                                          | <u>(1)</u> 08/29/2014                                    | Common Stock                                                  | 6,514                         |                            |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                |       |
|--------------------------------|---------------|-----------|----------------|-------|
|                                | Director      | 10% Owner | Officer        | Other |
| HERBERT JAMES L<br>NEOGEN CORP | X             |           | Chairman & CEO |       |

620 LESHHER PLACE  
LANSING, MI 48912

## Signatures

Steven J. Quinlan (Attorney in  
Fact)

08/28/2014

\_\_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) Options were granted 8/24/2009, vest in five equal annual installments on the anniversary date of the grant, and have five year lives
- (2) 180,000 shares are held in a limited partnership, of which Mr. Herbert is the sole owner, and 198,480 shares are held in trust for Mr. Herbert's spouse

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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