

NEOGEN CORP
Form 4
February 20, 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
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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)
02/15/2008

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)
Common Stock	02/15/2008		M/K	696 A	\$ 25.23	678,097	D ⁽¹⁾
Common Stock	02/15/2008		M	4,100 A	\$ 10.13	682,197	D ⁽¹⁾
Common Stock	02/15/2008		S	4,100 D	\$ 26.08	678,097	D ⁽¹⁾
Common Stock	02/19/2008		M	13,659 A	\$ 10.13	691,756	D ⁽¹⁾
Common Stock	02/19/2008		S	13,659 D	\$ 25.27	678,097	D ⁽¹⁾

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Common Stock	02/20/2008	M	2,241	A	\$ 10.13	680,338	D ⁽¹⁾
Common Stock	02/20/2008	S	2,241	D	\$ 25.48	678,097	D ⁽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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Common Stock Option	\$ 13.53	02/15/2008		X/K	1,500	⁽³⁾ 11/03/2011	Common Stock	1,500
Common Stock Option	\$ 10.13	02/15/2008		X	4,100	⁽²⁾ 10/10/2013	Common Stock	4,100
Common Stock Option	\$ 10.13	02/19/2008		X	13,659	⁽²⁾ 10/10/2013	Common Stock	13,659
Common Stock Option	\$ 10.13	02/20/2008		X	2,241	⁽²⁾ 10/10/2013	Common Stock	2,241

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERBERT JAMES L NEOGEN CORP 620 LESHER PLACE LANSING, MI 48912	X		Chairman & CEO	

Signatures

Richard R.
Current POA

02/20/2008

__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) Mr. Herbert attributes 129,547 shares to a trust for his wife Judith Herbert
- (2) The options were granted 10/10/03 as Non Qualified Options and became exercisable 33% per year thereafter.
- (3) The options were granted as ISO options on 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.

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