

HERBERT JAMES L  
Form 4  
August 14, 2009

**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)  
08/13/2009

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)
				(A) or (D)	Price		
Common Stock	08/13/2009		M	V	1,200	A	\$ 13.63 544,018 D
Common Stock	08/13/2009		F		583	D	\$ 28.03 543,435 D
Common Stock	08/13/2009		M		360	A	\$ 12.27 543,795 D
Common Stock	08/13/2009		F		157	D	\$ 28.03 543,638 D
Common Stock	08/13/2009		M		1,500	A	\$ 13.53 545,138 D

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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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**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
Employee Stock Option (right to buy)	\$ 13.63	08/13/2009		M	1,200	(2) 12/21/2009	Common Stock	1,200
Employee Stock Option (right to buy)	\$ 12.27	08/13/2009		M	360	(3) 10/31/2010	Common Stock	360
Employee Stock Option (right to buy)	\$ 13.53	08/13/2009		M	1,500	(4) 11/03/2011	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HERBERT JAMES L  
NEOGEN CORP  
620 LESHAR 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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