

BRADLEY EDWARD  
Form 4  
October 12, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BRADLEY EDWARD**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/07/2010**

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
**Vice President**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/07/2010		M		745 A \$ 18.186	110,265	D
Common Stock	10/07/2010		S		745 D \$ 34.0412	109,520	D
Common Stock	10/08/2010		M		2,296 A \$ 18.186	111,816	D
Common Stock	10/08/2010		S		2,296 D \$ 34.0685	109,520	D
Common Stock	10/11/2010		M		1,467 A \$ 6.753	110,987	D

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Common Stock	10/11/2010	S	1,467	D	\$ 34	109,520	D	
Common Stock	10/11/2010	M	239	A	\$ 18.186	109,759	D	
Common Stock	10/11/2010	S	239	D	\$ 34	109,520	D	
Common Stock						14,012	I	Held by Neogen 401-K Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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	Amount or Number of Shares
Common Stock Options (Right to buy)	\$ 18.186	10/07/2010		M	745	<u>(1)</u> 08/15/2013	Common Stock	745	
Common Stock Options (Right to buy)	\$ 18.186	10/08/2010		M	2,296	<u>(1)</u> 08/15/2013	Common Stock	2,296	
Common Stock Options (Right to buy)	\$ 6.753	10/11/2010		M	1,467	<u>(2)</u> 10/10/2013	Common Stock	1,467	

Common Stock Options (Right to buy)	\$ 18.186	10/11/2010		M	239	<u>(1)</u>	08/15/2013	Common Stock	239
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY EDWARD			Vice President	

## Signatures

Richard R. Current (Attorney-in-fact)	10/12/2010
<u>      </u> **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 8/15/08 as Non-Qualified options and became exercisable 20% yearly thereafter.
- (2) The options were granted 10/10/03 as Non-Qualified options and became exercisable 33% 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.