

HERBERT JAMES L  
Form 4  
November 15, 2017

**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)  
11/13/2017

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)  
Executive Chairman

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   | (A) or (D)  | Price      |         |   |  |
| Common Stock                    | 11/13/2017                           |  | M                              |   |   | 8,000  | A   | \$ 36.0667 | 879,430 | D |  |
| Common Stock                    | 11/13/2017                           |  | M                              |   |   | 19,000   | A   | \$ 39.61   | 898,430 | D |  |
| Common Stock                    | 11/13/2017                           |  | S                              |   |   | 26,000   | D   | \$ 81.45   | 872,430 | D |  |

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

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SEC 1474 (9-02)

number.

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock (Right to Buy)                | \$ 36.0667   | 11/13/2017                           |  | M                              | 8,000   | <u>(1)</u> 08/30/2018                                    | Common Stock  | 8,000                      |
| common Stock (Right to Buy)                | \$ 39.61   | 11/13/2017                           |  | M                              | 19,000  | <u>(2)</u> 10/01/2019                                    | Common Stock  | 19,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| HERBERT JAMES L<br>NEOGEN CORP<br>620 LESHER PLACE<br>LANSING, MI 48912 | X             |           | Executive Chairman |       |

## Signatures

Steven J Quinlan (Attorney in Fact) 11/15/2017  
 \*\*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 8/30/2013, have five year lives, and vest in equal 20% annual installments on each of the first five anniversary dates of the grant
- (2) Options were granted 10/1/2014, have five year lives, and vest in equal 20% annual installments on each of the first five anniversary dates of the grant

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