

BIO REFERENCE LABORATORIES INC
 Form 4
 August 20, 2015

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 *
GRODMAN MARC

2. Issuer Name and Ticker or Trading Symbol
BIO REFERENCE LABORATORIES INC [BRLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
481 EDWARD H. ROSS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

ELMWOOD PARK, NJ 07407

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	(A) or (D)	Price	
Common Stock	08/20/2015		D		1,937,502	D	0	D
Common Stock	08/20/2015		D		159,464	D	0	I By Trust (2)
Common Stock	08/20/2015		D		244,834	D	0	I By Spouse and Children (3)
Common Stock	08/20/2015		D		200,000	D	0	I By Spouse's

Common Stock	08/20/2015		D	200,000	D	<u>1</u>	0	I	Trust ⁽⁴⁾ By Trust ⁽⁵⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRODMAN MARC 481 EDWARD H. ROSS DRIVE ELMWOOD PARK, NJ 07407	X		President and CEO	

Signatures

/s/ Marc Grodman
08/20/2015

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) As of the effective time of the transactions contemplated by the Agreement and Plan of Merger, dated as of June 3, 2015 (the "Merger Agreement"), by and among the Issuer, OPKO Health, Inc., a Delaware corporation ("OPKO"), and Bamboo Acquisition, Inc., a New Jersey corporation, each share of the Issuer's common stock held by the reporting person was disposed of pursuant to the Merger

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Agreement in exchange for 2.75 shares of OPKO common stock.

- (2) Represents shares held in a successor trust to a grantor retained annuity trust of which Pam Gau Grodman, the reporting person's spouse, and Rich Faherty are trustees.
- (3) Represents 145,834 shares directly owned by the reporting person's wife and 99,000 shares owned by their children. The reporting person disclaims beneficial ownership of these 244,834 shares.
- (4) Represents 200,000 shares held in trust for the benefit of the reporting person's wife and children, of which the reporting person and Mr. Ariel Fuentes are the co-trustees.
- (5) Represents 200,000 shares held in trust for the benefit of the reporting person and children, of which the reporting person's wife is the trustee.

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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