

IDEXX LABORATORIES INC /DE

Form 4

February 13, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AYERS JONATHAN W

2. Issuer Name **and** Ticker or Trading
Symbol

IDEXX LABORATORIES INC /DE
[IDXX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE IDEXX DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

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

WESTBROOK, ME 04092

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/11/2015		M	29,000	A \$ 56.95	460,130	D
Common Stock	02/11/2015		S ⁽¹⁾	10,218	D \$ 154.0088	449,912	D
Common Stock	02/11/2015		S ⁽¹⁾	16,231	D \$ 154.8267	433,681	D
Common Stock	02/11/2015		S ⁽¹⁾	2,551	D \$ 155.7174	431,130	D

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Common Stock	02/12/2015	M	29,245	A	\$ 56.95	460,375	D	
Common Stock	02/12/2015	S ⁽¹⁾	22,877	D	\$ <u>(5)</u> 156.1584	437,498	D	
Common Stock	02/12/2015	S ⁽¹⁾	5,768	D	\$ <u>(6)</u> 156.5888	431,730	D	
Common Stock	02/12/2015	S ⁽¹⁾	600	D	\$ <u>(7)</u> 157.475	431,130	D	
Common Stock						49,000	I	By Ayers Family Trust

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 56.95	02/11/2015		M		29,000		<u>(8)</u>	02/13/2015	Common Stock	29,000
Non-Qualified Stock Option (right to buy)	\$ 56.95	02/12/2015		M		29,245		<u>(8)</u>	02/13/2015	Common Stock	29,245

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
X	Chairman, President & CEO

AYERS JONATHAN W
ONE IDEXX DRIVE
WESTBROOK, ME 04092

Signatures

Lily J. Lu, Attorney-in-Fact for Jonathan W.
Ayers

02/13/2015

__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) The sale reported above was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 02/28/2014.
- The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$153.32 to \$154.31, inclusive. The reporting person hereby undertakes to provide upon request to SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2 through 7, inclusive, to this Form 4.
- (2) The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$154.32 to \$155.31, inclusive.
- (3) The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$155.38 to \$155.83, inclusive.
- (4) The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$155.46 to \$156.45, inclusive.
- (5) The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$156.46 to \$156.84, inclusive.
- (6) The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$157.46 to \$157.49, inclusive.
- (7) Grant of options to buy shares of common stock that became exercisable as to 12,000 shares on 02/14/2009, 02/14/2010, 02/14/2011 and 02/14/2012, and 10,245 shares on 02/14/2013.
- (8)

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.