

QUEST DIAGNOSTICS INC
Form 4
February 09, 2011

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 *
ZIEGLER JOHN B

2. Issuer Name and Ticker or Trading Symbol
QUEST DIAGNOSTICS INC [DGX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2011

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

C/O QUEST DIAGNOSTICS INCORPORATED, 3 GIRALDA FARMS

(Street)

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

MADISON, NJ 07940

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2011		M		304	A	\$ 35.6925
Common Stock	02/08/2011		M		20,000	A	\$ 47.465
Common Stock	02/08/2011		M		262	A	\$ 41.345
Common Stock	02/08/2011		M		350	A	\$ 31.055
	02/08/2011		M		264	A	\$ 41.205

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Common
Stock

Common Stock	02/08/2011		S	21,180	D	\$ 58.5659	16,704	D
						<u>(2)</u>		

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 35.6925	02/08/2011		M	304	01/01/2002 01/01/2012	Common Stock	304	
Stock Options (Right to Buy)	\$ 47.465	02/08/2011		M	20,000	<u>(1)</u> 05/07/2012	Common Stock	20,000	
Stock Options (Right to Buy)	\$ 41.345	02/08/2011		M	262	04/01/2002 04/01/2012	Common Stock	262	
Stock Options (Right to Buy)	\$ 31.055	02/08/2011		M	350	10/01/2002 10/01/2012	Common Stock	350	
Stock Options (Right to Buy)	\$ 41.205	02/08/2011		M	264	07/01/2002 07/01/2012	Common Stock	264	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIEGLER JOHN B C/O QUEST DIAGNOSTICS INCORPORATED 3 GIRALDA FARMS MADISON, NJ 07940	X			

Signatures

/s/William J. O'Shaughnessy, Jr., Attorney in Fact for John B. Ziegler	02/09/2011
**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 vested in three equal annual installments with the first on May 7, 2003, the second on May 7, 2004 and the final on May 7, 2005.
- (2) This transaction was executed in multiple trades at prices ranging from \$58.51 to \$58.70. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.