

NEOGEN CORP
Form 4
February 20, 2008

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

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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)
02/15/2008

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)
Chairman & CEO

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 | 02/15/2008 | | M/K | | 696 | A | \$ 25.23 |
| Common Stock | 02/15/2008 | | M | | 4,100 | A | \$ 10.13 |
| Common Stock | 02/15/2008 | | S | | 4,100 | D | \$ 26.08 |
| Common Stock | 02/19/2008 | | M | | 13,659 | A | \$ 10.13 |
| Common Stock | 02/19/2008 | | S | | 13,659 | D | \$ 25.27 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|------------------|
| Common Stock | 02/20/2008 | M | 2,241 | A | \$ 10.13 | 680,338 | D ⁽¹⁾ |
| Common Stock | 02/20/2008 | S | 2,241 | D | \$ 25.48 | 678,097 | D ⁽¹⁾ |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Option | \$ 13.53 | 02/15/2008 | | X/K | 1,500 | ⁽³⁾ 11/03/2011 | Common Stock | 1,500 |
| Common Stock Option | \$ 10.13 | 02/15/2008 | | X | 4,100 | ⁽²⁾ 10/10/2013 | Common Stock | 4,100 |
| Common Stock Option | \$ 10.13 | 02/19/2008 | | X | 13,659 | ⁽²⁾ 10/10/2013 | Common Stock | 13,659 |
| Common Stock Option | \$ 10.13 | 02/20/2008 | | X | 2,241 | ⁽²⁾ 10/10/2013 | Common Stock | 2,241 |

Reporting Owners

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

Signatures

Richard R.
Current POA

02/20/2008

__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) Mr. Herbert attributes 129,547 shares to a trust for his wife Judith Herbert
- (2) The options were granted 10/10/03 as Non Qualified Options and became exercisable 33% per year thereafter.
- (3) The options were granted as ISO options on 11/3/06 and became exercisable 20% 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.
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