

IDEXX LABORATORIES INC /DE
 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 *
 Williams Michael J PhD

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)
 08/18/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

WESTBROOK, ME 04092

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 | 08/18/2015 | | M | | 6,586 | A | \$ 26.66 |
| Common Stock | 08/18/2015 | | S | | 6,586 | D | \$ 78.34 (1) |
| Common Stock | 08/18/2015 | | M | | 3,750 | A | \$ 26.66 |
| Common Stock | 08/18/2015 | | M | | 5,818 | A | \$ 17.19 |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (Right to buy) | \$ 26.66 | 08/18/2015 | | M | 6,586 | <u>(2)</u> 02/13/2017 | Common Stock | 6,586 |
| Incentive Stock Option (Right to buy) | \$ 26.66 | 08/18/2015 | | M | 3,750 | <u>(3)</u> 02/13/2017 | Common Stock | 3,750 |
| Incentive Stock Option (Right to buy) | \$ 17.19 | 08/18/2015 | | M | 5,818 | <u>(4)</u> 02/13/2016 | Common Stock | 5,818 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Michael J PhD ONE IDEXX DRIVE WESTBROOK, ME 04092 | | | Executive Vice President | |

Signatures

/s/ Lily J. Lu, Attorney-in-Fact for Michael J. Williams, PhD
Date: 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).

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- The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from
- (1) \$78.33 to \$78.40, 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 range.

- (2) Grant of option to buy shares of IDEXX Laboratories Inc. common stock that became exercisable as to 3,834 shares on 2/14/2011, 2/14/2012, 2/14/2013 and 2/14/2014 and the remaining 1,959 shares on 2/14/2015, without giving effect to the 2-for-1 stock split of IDEXX Laboratories, Inc. common stock that occurred on June 15, 2015 (the "Stock Split"). The number of derivative securities reported as beneficially owned with respect to this option and its exercise price were adjusted to reflect the Stock Split.

- (3) Grant of option to buy 1,875 shares of IDEXX Laboratories, Inc. common stock that became exercisable on the fifth anniversary date (2/14/2015) of the date of grant, without giving effect to the Stock Split. The number of derivative securities reported as beneficially owned with respect to this option and its exercise price were adjusted to reflect the Stock Split.

- (4) Grant of option to buy shares of IDEXX Laboratories, Inc. common stock that became exercisable as to 1 share on 02/14/2010 and 02/14/2013 and the remaining 2,909 shares on 02/14/2014, without giving effect to the Stock Split. The number of derivative securities reported as beneficially owned with respect to this option and its exercise price were adjusted to reflect the Stock Split.

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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