

QUEST DIAGNOSTICS INC  
Form 4  
November 18, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Cohen Jon R

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)  
11/14/2014

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP and Chief Medical Officer

C/O QUEST DIAGNOSTICS, 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 Beneficial Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |         |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |         |   |  |
| Common Stock                    | 11/14/2014                           |  | M                              |   | 40,000  | A  | \$ 51.9   | 99,131  | D |  |
| Common Stock                    | 11/14/2014                           |  | M                              |   | 21,877  | A  | \$ 55.65  | 121,008 | D |  |
| Common Stock                    | 11/14/2014                           |  | S                              |   | 61,877  | D  | \$ 63.3395<br>(1)                                     | 59,131  | D |  |
| Common Stock                    | 11/17/2014                           |  | M                              |   | 18,123  | A  | \$ 55.65  | 77,254  | D |  |
|                                 | 11/17/2014                           |  | M                              |   | 38,000  | A  | \$ 56.82  | 115,254 | D |  |

Edgar Filing: QUEST DIAGNOSTICS INC - Form 4

|              |            |  |   |        |   |           |                                      |   |
|--------------|------------|--|---|--------|---|-----------|--------------------------------------|---|
| Common Stock |            |  |   |        |   |           |                                      |   |
| Common Stock | 11/17/2014 |  | M | 27,360 | A | \$ 57.605 | 142,614                              | D |
| Common Stock | 11/14/2014 |  | M | 14,669 | A | \$ 56.12  | 157,283                              | D |
| Common Stock | 11/17/2014 |  | S | 98,152 | D | \$ 63     | 59,711 <sup>(2)</sup> <sup>(3)</sup> | D |

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.**

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 51.9  | 11/14/2014                           |  | M                              | 40,000  | <sup>(4)</sup> 05/13/2019                                | Common Stock  | 40,000                     |
| Stock Options (Right to Buy)               | \$ 55.65   | 11/14/2014                           |  | M                              | 21,877  | <sup>(5)</sup> 02/10/2020                                | Common Stock  | 21,877                     |
| Stock Options (Right to Buy)               | \$ 55.65   | 11/17/2014                           |  | M                              | 18,123  | <sup>(5)</sup> 02/10/2020                                | Common Stock  | 18,123                     |
| Stock Options (Right to Buy)               | \$ 56.82   | 11/17/2014                           |  | M                              | 38,000  | <sup>(6)</sup> 02/15/2021                                | Common Stock  | 38,000                     |
| Stock Options (Right to Buy)               | \$ 57.605  | 11/17/2014                           |  | M                              | 27,360  | <sup>(7)</sup> 02/27/2022                                | Common Stock  | 27,360                     |
| Stock Options (Right to Buy)               | \$ 56.12   | 11/14/2014                           |  | M                              | 14,669  | <sup>(8)</sup> 02/25/2023                                | Common Stock  | 14,669                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Cohen Jon R<br>C/O QUEST DIAGNOSTICS<br>3 GIRALDA FARMS<br>MADISON, NJ 07940 |               |           | SVP and Chief Medical Officer |       |

## Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Jon R. Cohen  
 11/18/2014

\*\*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).
- This transaction was executed in multiple trades at prices ranging from \$63.00 to \$63.70. 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.
- (1) The amount includes approximately 418 shares acquired via dividend reinvestment since the date of the last filing on Form 4 pursuant to a dividend reinvestment plan, sponsored by a broker-dealer, that essentially mirrors a dividend reinvestment plan sponsored by the registrant.
  - (2) The amount includes exempt purchases made under the Company's stock purchase plan since the date of the last filing on Form 4.
  - (3) The options vested in three equal annual installments beginning with the first on May 13, 2010, the second on May 13, 2011 and the final on May 13, 2012.
  - (4) The options vested in three equal annual installments beginning with the first on February 10, 2011, the second on February 10, 2012 and the final on February 10, 2013.
  - (5) The options vested in three equal annual installments beginning with the first on February 15, 2012, the second on February 15, 2013 and the final on February 15, 2014.
  - (6) The options vest in three equal annual installments beginning on the first annual anniversary of the grant date. The first installment vested on February 27, 2013, the second vested on February 27, 2014 and the final will vest on February 27, 2015.
  - (7) The options vest in three equal annual installments beginning on the first annual anniversary of the grant date. The first installment vested on February 25, 2014, the second will vest on February 25, 2015 and the final will vest on February 25, 2016.
  - (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.