NEOGEN CORP Form 4 August 23, 2006

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

(Print or Type Responses)

1. Name and Address of Reporting Person * MALTESE ANTHONY E			2. Issuer Name and Ticker or Trading Symbol NEOGEN CORP [NEOG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2006					DirectorX Officer (give below)	10%	Owner or (specify	
(City)	(Street)	(Zip)	Filed(Mon	ndment, Da th/Day/Year e I - Non-I	·)		ities Aca	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person uired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	of 2. Transaction Date 2A. Dee (Month/Day/Year) Execution any (Month/			3.	4. Securi on(A) or D (Instr. 3,	ties Adisposed 4 and (A) or	cquired d of (D)	5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect	
Common Stock	08/21/2006			M/K	2,267	A	\$ 18.72	6,665	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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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)	Cransaction Derivative Code Securities		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options	\$ 10.56	08/21/2006		X/K		5,200	08/21/2002(1)	08/21/2006	Common Stock	5,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MALTESE ANTHONY E

Vice President

Signatures

Richard R. O8/23/2006 Current POA

**Signature of Reporting 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 option grant vested 20% per year beginning 8/21/02

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.

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