

NEOGEN CORP
 Form 4
 February 09, 2007

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 * HELLER LEONARD 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) 02/07/2007	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
				(A) or (D)	Price		
Common Stock	02/07/2007		M	2,263	A \$ 9.52	38,970	D
Common Stock	02/07/2007		M	2,500	A \$ 15.2	41,470	D
Common Stock	02/07/2007		M	667	A \$ 20.45	42,137	D
Common Stock	02/07/2007		M	667	A \$ 18.41	42,804	D
Common Stock	02/07/2007		S	2,263	D \$ 23	40,541	D
	02/07/2007		S	2,500	D \$ 23	38,041	D

Common
Stock

Common Stock 02/07/2007 S 667 D \$ 23 37,334 D

Common Stock 02/07/2007 S 667 D \$ 23 36,707 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.

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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	\$ 9.52	02/07/2007		X	2,263	<u>(1)</u> 10/09/2012	Common Stock	2,263
Common Stock Options	\$ 15.2	02/07/2007		X	2,500	<u>(1)</u> 10/10/2013	Common Stock Options	2,500
Common Stock Options	\$ 20.45	02/07/2007		X	667	<u>(1)</u> 10/31/2014	Common Stock	667
Common Stock Options	\$ 18.41	02/07/2007		X	667	<u>(1)</u> 10/31/2015	Common Stock	667

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HELLER LEONARD E

X

Signatures

Richard R.
Current POA

02/09/2007

 **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 option vested 33% yearly following the grant (dates of grant were 10/7/02; 10/10/03; 12/21/04; 10/31/05)

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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