

PARNELL JACK C  
 Form 4  
 October 07, 2010

**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 \*  
**PARNELL JACK C**

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)  
**10/05/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(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

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/05/2010		M		815 A \$ 9.02	33,865	D
Common Stock	10/05/2010		S		815 D \$ 34.0524	33,050	D
Common Stock	10/05/2010		M		2,000 A \$ 16.71	35,050	D
Common Stock	10/05/2010		S		2,000 D \$ 34.0524	33,050	D
Common Stock	10/05/2010		M		1,000 A \$ 16.533	34,050	D
	10/05/2010		S		1,000 D	33,050	D

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Common Stock					\$ 34.0524		
Common Stock	10/05/2010		S	1,382	D	\$ 34.0524	31,668 D
Common Stock	10/06/2010		M	285	A	\$ 16.533	31,953 D
Common Stock	10/06/2010		S	285	D	\$ 34.05	31,668 D

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 Options (Right to buy)	\$ 9.02	10/05/2010		M	815	<u>(1)</u> 11/03/2016	Common Stock	815
Common Stock Options (Right to buy)	\$ 16.71	10/05/2010		M	2,000	<u>(2)</u> 11/11/2017	Common Stock	2,000
Common Stock Options (Right to buy)	\$ 16.533	10/05/2010		M	1,000	<u>(3)</u> 10/10/2018	Common Stock	1,000
Common Stock	\$ 16.533	10/06/2010		M	285	<u>(3)</u> 10/10/2018	Common Stock	285

Options  
(Right to  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARNELL JACK C				X

## Signatures

Richard R. Current (Attorney-in-fact)	10/07/2010
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**Signature of Reporting Person	Date
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## 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 options were granted 11/3/06 as Non-Qualified stock options and became exercisable 33% yearly thereafter.
- (2) The options were granted 10/11/07 as Non-Qualified stock options and became exercisable 33% yearly thereafter.
- (3) The options were granted 10/10/08 as Non-Qualified stock options and became exercisable 33% 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. 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.