NEOGEN CORP

Form 4

November 08, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287 January 31,

2005

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may continue.

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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 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** FISCHER A. CHARLES | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|--------------------------------------|----------|---|------------------|--|--|-----------------|-----------------------|--|
| (Last) | (First) | (Middle) | NEOGEN CORP [NEOG] 3. Date of Earliest Transaction | | | (Check all applicable) | | | |
| 620 LESHER PLACE | | | (Month/I 11/06/2 | Day/Year) 013 | | _X_ Director Officer (give below) | titleOther | | |
| (Street) | | | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| LANGRIC | NII 40012 | | Filed(Mo | nth/Day/Yea | ar) | Applicable Line) _X_ Form filed by 0 Form filed by M | 1 0 | | |
| LANSING, | MI 48912 | | | | | Person | | , | |
| (City) | (State) | (Zip) | Tab | le I - Non- | Derivative Securities Acq | quired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security | 2. Transaction Da (Month/Day/Year | | | | 4. Securities Acquired ior(A) or Disposed of (D) | 5. Amount of Securities | 6. Ownership | 7. Nature Indirect | |

| | | Tabl | ie 1 - Moii-1 | Jerranive i | Secur | mes Acqu | in eu, Disposeu oi | , or benefician | y Owned |
|--------------------------------------|---|---|--|-------------|-------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | | | of (D) | 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) |
| Common Stock | 11/06/2013 | | M | 4,500 | (D) | \$ 11.14 | 9,000 | D | |
| Common Stock | 11/06/2013 | | M | 4,500 | A | \$ 11.02 | 13,500 | D | |
| Common Stock | 11/06/2013 | | M | 4,500 | A | \$ 13.56 | 18,000 | D | |
| Common Stock | 11/06/2013 | | S | 13,500 | D | \$ 46.79 | 4,500 | 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)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 I S (|
|---|---|--------------------------------------|---|---|---------|--|--------------------|---|--|------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Common Stock (Right to Buy) | \$ 11.14 | 11/06/2013 | | M | 4,500 | <u>(1)</u> | 10/11/2017 | Common Stock | 4,500 | |
| Common Stock (Right to Buy) | \$ 11.02 | 11/06/2013 | | M | 4,500 | <u>(2)</u> | 10/10/2018 | common Stock | 4,500 | |
| Common Stock (Right to Buy) | \$ 13.56 | 11/06/2013 | | M | 4,500 | (3) | 10/09/2019 | Common Stock | 4,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------------|--|--|--|--|
| | Director | 10% Owner | Officer Other | | | | |
| FISCHER A. CHARLES 620 LESHER PLACE LANSING, MI 48912 | X | | | | | | |
| Cianaturas | | | | | | | |

Signatures

Steven J. Quinlan (Attorney in Fact)

**Signature of Reporting Person Date

Reporting Owners 2

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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) Options were granted 10/11/2007 and vested in three years, with a ten year life
- (2) Options were granted 10/10/2008, vested over three years and have ten year lives
- (3) Options were granted 10/09/2009, vested over three years, and have ten year lives

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.