

QUEST DIAGNOSTICS INC
Form 4
May 23, 2013

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 *
ZIEGLER JOHN B

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)
05/21/2013

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

C/O QUEST DIAGNOSTICS INCORPORATED, 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)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	05/21/2013		A		1,975 A \$ 0	D	
Common Stock	05/22/2013		M ⁽²⁾		20,000 A \$ 42.625	D	
Common Stock	05/22/2013		M ⁽²⁾		10,000 A \$ 49.04	D	
Common Stock	05/22/2013		M ⁽²⁾		742 A \$ 42.415	D	
	05/22/2013		M ⁽²⁾		620 A	D	
					48,571		
					49,191		

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Common Stock					\$			
					44.185			
Common Stock	05/22/2013		S ⁽²⁾	31,362	D	\$ 62	17,829	D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 61.225	05/21/2013		A		6,111		⁽³⁾	05/21/2023	Common Stock	6,111
Stock Options (Right to Buy)	\$ 42.625	05/22/2013		M ⁽²⁾		20,000		⁽⁴⁾	05/04/2014	Common Stock	20,000
Stock Options (Right to Buy)	\$ 49.04	05/22/2013		M ⁽²⁾		10,000		⁽⁵⁾	05/08/2014	Common Stock	10,000
Stock Options (Right to Buy)	\$ 42.415	05/22/2013		M ⁽²⁾		742		07/01/2004	07/01/2014	Common Stock	742
Stock Options (Right to Buy)	\$ 44.185	05/22/2013		M ⁽²⁾		620		10/01/2004	10/01/2014	Common Stock	620

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIEGLER JOHN B C/O QUEST DIAGNOSTICS INCORPORATED 3 GIRALDA FARMS MADISON, NJ 07940	X			

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for John B. Ziegler	05/23/2013
**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) Represents an award of restricted share units.
- (2) The exercise and sale reported were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on February 25, 2013.
- (3) The options vest in three equal annual installments beginning on the first annual anniversary of the grant date.
- (4) The options vested in three equal annual installments beginning with the first on May 4, 2005, the second on May 4, 2006 and the final on May 4, 2007.
- (5) The options vested in three equal annual installments beginning with the first on May 8, 2008, the second on May 8, 2009 and the final on May 8, 2010.

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.