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QUEST DIAGNOSTICS INC  
Form SC 13D/A  
June 29, 2004

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

SCHEDULE 13D

(Amendment No. 3)

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
Quest Diagnostics Incorporated

-----  
(Name of Issuer)

Common Stock, \$.01 Par Value

-----  
(Title of Class of Securities)

74834L 10 0

-----  
(CUSIP Number)

Donald F. Parman, GlaxoSmithKline  
One Franklin Plaza, Philadelphia, PA 19102  
Telephone 215-751-7633

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

June 25, 2004

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box / /.

Check the following box if a fee is being paid with the statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

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disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

This Amendment No. 3 amends and supplements the Statement of Schedule 13D electronically filed with the Securities and Exchange Commission (the "Commission") on August 25, 1999 (the "Initial Statement"), and subsequent amendments filed electronically with the Commission on May 14, 2001 and May 22, 2002.

The undersigned hereby amends and supplements Items 2 and 5 of the Initial Statement to include the following information (capitalized terms used herein without definition shall have the same meaning as set forth in the Initial Statement).

SCHEDULE 13D

CUSIP NO. 74834L100

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GlaxoSmithKline plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
		20,952,154

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WITH 9 SOLE DISPOSITIVE POWER

-----  
10 SHARED DISPOSITIVE POWER

20,952,154

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,952,154

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

/ /

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.5%

-----  
14 TYPE OF REPORTING PERSON\*

CO

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

Item 2. Identity and Background.

(a)

(b)

(c) Set forth in Schedule I to this Amendment ("Schedule I") are the names, business address and present principal occupation or employment of each executive officer and director of the Company.

(d) During the last five years, there have been no criminal proceedings against the Company or, to the best knowledge of the Company, any of the other persons with respect to whom information is given in response to this Item 2.

(e) During the last five years, neither the Company nor, to the best knowledge of the Company, any of the other persons with respect to whom information is given in response to this Item 2 has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to Federal or State securities laws or finding any violation with respect to such laws.

(f) The citizenship of each executive officer and director of the Company is set forth in Schedule I.

Item 3. Source and Amount of Funds or Other Consideration.

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Item 4. Purpose of Transaction.

Item 5. Interest in Securities of the Issuer.

(a) Amount and Percent Beneficially Owned

Registered Name	No. of Shares	Percent
SmithKline Beecham Corporation	20,952,154	20.5%

(b)

(c) On June 25, 2004, the Company sold 1,176,518 shares to the Issuer for \$86.13 per share.

(d)

(e)

Item 6. Contracts, Arrangements, Understandings or Relationship With respect to Securities of the Issuer.

Item 7. Materials to be Filed as Exhibits.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in the Statement is true, correct and complete.

DATED: June 29, 2004

GLAXOSMITHKLINE PLC

By:

S.M. BICKNELL  
Company Secretary

SCHEDULE I

Name	Business Address	Principal Occupation or Employment	Citizenship
Board of Directors			
Dr. Jean-Pierre Garnier	One Franklin Plaza Philadelphia, PA 19102	Chief Executive Officer	French/USA
John D. Coombe	980 Great West Road Brentford Middlesex	Chief Financial Officer	British

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	England TW8 9GS		
Dr. Tadataka Yamada	709 Swedeland Road King of Prussia, PA 19406	Executive Director Chairman Research and Development	USA
Sir Christopher Hogg	Reuters Holdings plc 85 Fleet Street London, England EC4P 4AJ	Company Director	British
Sir Crispin Davis	Reed Elsevier Group plc 1-3 Strand London, England WC2N 5JR	Company Director	British
Sir Peter Job	980 Great West Road Brentford Middlesex England TW8 9GS	Company Director	British
Sir Ian Prosser	980 Great West Road Brentford Middlesex England, TW8 9GS	Company Director	British
Dr. Lucy Shapiro	Stanford University School of Medicine Beckman Center, B300 279 Campus Drive Stanford, California 94305-5329	Company Director	USA
Lawrence Culp	Danaher Corporation 2099 Pennsylvania Avenue, 12th Floor, Washington DC20006	Company Director	USA
Sir Christopher Gent	980 Great West Road Brentford Middlesex England, TW8 9GS	Company Director	British
Sir Deryck Maughan	Citigroup 399 Park Avenue New York NY 10022	Company Director	British
Dr. Ronaldo Schmitz	Deutsche Bank Taunusanlage 12 D-62062 Frankfurt Germany	Company Director	German
Sir Robert Wilson	24 Edwards Square London England, W8 6HH	Company Director	British

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GlaxoSmithKline  
Corporate Executive Team

Dr. Jean-Pierre Garnier	One Franklin Plaza Philadelphia, PA 19102	Chief Executive Officer	French/USA
John D. Coombe	980 Great West Road Brentford Middlesex England TW8 9GS	Chief Financial Officer	British
Rupert M. Bondy	980 Great West Road Brentford Middlesex England TW8 9GS	Senior Vice President and General Counsel	British
Ford Calhoun	One Franklin Plaza Philadelphia, PA 19102	Chief Information Officer	USA
Marc Dunoyer	GSK Building 6-15, Sendagaya 4 chome, Shibuya-ku Tokyo 151-8566	President Pharmaceuticals Japan	French
Russell Greig	980 Great West Road Brentford Middlesex England, TW8 9GS	President Pharmaceuticals International	British
Daniel J. Phelan	One Franklin Plaza Philadelphia, PA 19102	Senior Vice President Human Resources	USA
David Pulman	Five Moore Drive PO Box 13398 Research Triangle Park, North Carolina 27709	President Global Manufacturing & Supply	British
David M. Stout	One Franklin Plaza Philadelphia, PA 19102	President Pharmaceutical Operations	USA
Christopher Viehbacher	Five Moore Drive PO Box 13398 Research Triangle Park North Carolina 27709	President US Pharmaceuticals	German/ Canadian
Andrew Witty	980 Great West Road Brentford Middlesex England, TW8 9GS	President Pharmaceuticals Euorpe	British
Dr. Tadataka Yamada	709 Swedeland Road King of Prussia, PA 19406	Executive Director Chairman Research and Development	USA
Jennie Younger	980 Great West Road Brentford Middlesex	Senior Vice President Corporate Communications &	British

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Jack Ziegler

England, TW8 9GS

Community Partnerships

One Franklin Plaza  
Philadelphia, PA  
19102

President USA  
Consumer Healthcare