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QUEST DIAGNOSTICS INC  
Form SC 13D/A  
December 15, 2004

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

SCHEDULE 13D  
(Amendment No. 4)

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)

December 14, 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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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. 4 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, May 22, 2002, and June 29, 2004.

The undersigned hereby further 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

7 SOLE VOTING POWER  
NUMBER OF  
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8 SHARED VOTING POWER  
18,252,154

9 SOLE DISPOSITIVE POWER

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-----  
10 SHARED DISPOSITIVE POWER

18,252,154

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

18,252,154

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

/ /

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

18.5%

-----  
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.

Item 4. Purpose of Transaction.

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Item 5. Interest in Securities of the Issuer.

| (a) | Amount and Percent Beneficially Owned |               |         |
|-----|---------------------------------------|---------------|---------|
|     | Registered Name                       | No. of Shares | Percent |
|     | SmithKline Beecham Corporation        | 18,252,154    | 18.5%   |

(b)

(c) On December 14, 2004, the Company sold 2,700,000 shares to the Issuer for \$94.19 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: December 15, 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<br>Philadelphia, PA<br>19102                  | Chief Executive Officer                                    | French/USA  |
| John D. Coombe         | 980 Great West Road<br>Brentford<br>Middlesex<br>England TW8 9GS | Chief Financial Officer                                    | British     |
| Dr.Tadatoka Yamada     | 709 Swedeland Road<br>King of Prussia, PA<br>19406               | Executive Director<br>Chairman Research and<br>Development | USA         |

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|                                      |   |                   |         |
|--------------------------------------|---|-------------------|---------|
| Sir Christopher Hogg                 | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS   | Company Director  | British |
| Sir Crispin Davis                    | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS   | Company Director  | British |
| Sir Peter Job                        | 980 Great West Road<br>Brentford<br>Middlesex<br>England<br>TW8 9GS | Company Director  | British |
| Sir Ian Prosser                      | 980 Great West Road<br>Brentford<br>Middlesex<br>England, TW8 9GS   | Company Director  | British |
| Dr. Lucy Shapiro                     | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS   | Company Director  | USA     |
| Lawrence Culp                        | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS   | Company Director  | USA     |
| Sir Christopher Gent                 | 980 Great West Road<br>Brentford<br>Middlesex<br>England, TW8 9GS   | Company Director  | British |
| Sir Deryck Maughan                   | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS   | Company Director  | British |
| Dr. Ronaldo Schmitz                  | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS   | Company Director  | German  |
| Sir Robert Wilson                    | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS   | Company Director  | British |
| GlaxoSmithKline<br>Company Secretary |   |                   |         |
| Simon Bicknell                       | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS   | Company Secretary | British |
| GlaxoSmithKline                      |   |                   |         |

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### Corporate Executive Team

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

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Jack Ziegler

One Franklin Plaza  
Philadelphia, PA  
19102

President  
Consumer Healthcare

USA