

NEOGEN CORP
 Form 4
 August 13, 2008

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 *
MORRICAL TERRI A

(Last) (First) (Middle)

 (Street)

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEOGEN CORP [NEOG]

3. Date of Earliest Transaction
 (Month/Day/Year)
08/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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		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)
			(Instr. 8)	(Instr. 8)	(A) or (D)	Amount			
Common Stock	08/12/2008		M	V	A	\$ 6.53	16,957	D	
Common Stock	08/12/2008		S		D	\$ 28.27	16,857	D	
Common Stock	08/12/2008		M	V	A	\$ 10.13	33,386	D	
Common Stock	08/12/2008		S		D	\$ 28.14	16,857	D	
Common Stock	08/13/2008		M	V	A	\$ 10.13	20,725	D	

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Common Stock	08/13/2008	S	3,868	D	\$ 28.14	16,857	D
Common Stock	08/13/2008	M	4,178	A	\$ 10.13	21,035	D

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

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(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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Common Stock Options	\$ 6.53	08/12/2008		X	100	09/11/2003 ⁽¹⁾ 09/11/2012	Common Stock	100
Common Stock	\$ 10.13	08/12/2008		X	16,529	10/10/2004 ⁽²⁾ 10/10/2013	Common Stock	16,529
Common Stock Options	\$ 10.13	08/13/2008		X	3,868	10/10/2004 ⁽²⁾ 10/10/2013	Common Stock	3,868
Common Stock Options	\$ 10.13	08/13/2008		X	4,178	10/10/2004 ⁽³⁾ 10/10/2008	Common Stock	4,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRICAL TERRI A			Vice President	

Signatures

Richard R.
Current POA

08/13/2008

__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) The options were granted 9/11/02 and became exercisable 33% yearly thereafter.
- (2) The options were granted on 10/10/03 and became exercisable 33% yearly thereafter
- (3) The options were granted on 10/10/03 and became exercisable 20% 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.
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