

KODILLA KENNETH V
 Form 4
 July 29, 2009

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 *
KODILLA KENNETH V

(Last) (First) (Middle) (Street)

MI

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2009

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 (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount or Price	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 Ownership (Instr. 4)
Common Stock	07/27/2009		M	407	A	\$ 13.63	1,076	D	
Common Stock	07/27/2009		M	407	D	\$ 29.5	669	D	
Common Stock	07/27/2009		M	2,808	A	\$ 13.53	3,477	D	
Common Stock	07/27/2009		M	2,808	D	\$ 29.5	669	D	
Common Stock	07/27/2009		M	6,300	A	\$ 12.27	6,969	D	

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Common Stock	07/27/2009	F	2,660	D	\$ 29.06	4,309	D	
Common Stock	07/28/2009	M	230	A	\$ 13.53	4,539	D	
Common Stock	07/28/2009	M	230	D	\$ 29.5	4,309	D	
Common Stock	07/28/2009	M	1,162	A	\$ 13.53	5,471	D	
Common Stock	07/28/2009	M	1,162	D	\$ 29.25	4,309	D	
Common Stock						2,407	I	By 401-K

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Common Stock Option (right to buy)	\$ 13.63	07/27/2009		M	407	<u>(1)</u> 12/21/2010	Common Stock	407
Employee Common Stock Option (right to buy)	\$ 12.27	07/27/2009		M	6,300	<u>(2)</u> 10/31/2010	Common Stock	6,300

Employee Common Stock Option (right to buy)	\$ 13.53	07/27/2009	M	2,808	<u>(3)</u>	11/03/2011	Common Stock	2,808
Employee Common Stock Options	\$ 13.53	07/28/2009	M	1,392	<u>(3)</u>	11/03/2011	Common Stock	1,392

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KODILLA KENNETH V MI			Vice President	

Signatures

Richard R. Current (Attorney-in-Fact)	07/29/2009
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**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 12/21/04 and became exercisable 20% yearly beginning 12/21/05
- (2) The options were granted 10/31/05 and became exercisable 20% yearly beginning 10/31/06.
- (3) The options were granted 11/3/06 and became exercisable 20% yearly beginning 11/3/07

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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