

MORRICAL TERRI A
Form 4
October 04, 2010

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2010

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

(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

(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 (A) or (D) Price | | | |
| Common Stock | 09/29/2010 | | M | 2,340 A \$ 8.18 | 12,614 | D | |
| Common Stock | 09/29/2010 | | S | 2,340 D \$ 34.3921 | 10,274 | D | |
| Common Stock | 09/29/2010 | | M | 268 A \$ 9.02 | 10,542 | D | |
| Common Stock | 09/29/2010 | | S | 268 D \$ 34.3921 | 10,274 | D | |
| Common Stock | 09/30/2010 | | M | 1,457 A \$ 9.02 | 11,731 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|---------------------------|
| Common Stock | 09/30/2010 | S | 1,457 | D | \$ 34.1062 | 10,274 | D | |
| Common Stock | | | | | | 20,564 | I | Held by Neogen 401-K Plan |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Option (Right to buy) | \$ 8.18 | 09/29/2010 | | M | 2,340 | <u>(1)</u> 10/31/2010 | Common Stock | 2,340 |
| Common Stock Option (Right to buy) | \$ 9.02 | 09/29/2010 | | M | 268 | <u>(2)</u> 11/03/2011 | Common Stock | 268 |
| Common Stock Option (Right to buy) | \$ 9.02 | 09/30/2010 | | M | 1,457 | <u>(2)</u> 11/03/2011 | Common Stock | 1,457 |

Reporting Owners

| | |
|---------------------------------------|----------------------|
| Reporting Owner Name / Address | Relationships |
|---------------------------------------|----------------------|

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Director 10% Owner Officer Other

MORRICAL TERRI A

Vice President

Signatures

Richard R. Current
(Attorney-in-fact)

10/04/2010

__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 10/31/05 as ISO options and became exercisable 20% yearly thereafter
- (2) The options were granted 11/3/06 as ISO options 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. 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.