

MELSEN GREGORY J
 Form 4
 July 28, 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 *
MELSEN GREGORY J

(Last) (First) (Middle)
 10801 NESBITT AVE SOUTH
 (Street)

BLOOMINGTON, MN 55437

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TECHNE CORP /MN/ [TECH]

3. Date of Earliest Transaction
 (Month/Day/Year)
07/25/2008

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)
 VP Finance and CFO

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) | 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 | | | | (A) or (D) Price | 310 | I | by stock bonus 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)

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option | \$ 79.41 | 07/25/2008 | | A | 596 | 07/25/2008 07/24/2015 | Common Stock | 596 |
| Nonqualified stock option | \$ 56.83 | | | | | 07/27/2007 07/26/2014 | Common Stock | 783 |
| Nonqualified stock option | \$ 49.43 | | | | | 07/27/2006 07/26/2013 | Common Stock | 1,011 |
| Nonqualified stock option | \$ 51.6 | | | | | 08/18/2005 08/17/2012 | Common Stock | 420 |
| Nonqualified stock option | \$ 39.53 | | | | | 12/17/2007 ⁽¹⁾ 12/16/2014 | Common Stock | 17,400 |
| Incentive stock option | \$ 39.53 | | | | | 12/17/2007 ⁽²⁾ 12/16/2014 | Common Stock | 7,580 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MELSEN GREGORY J 10801 NESBITT AVE SOUTH BLOOMINGTON, MN 55437 | | | VP Finance and CFO | |

Signatures

Gregory J. Melsen 07/28/2008

__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) Exercisable 5,471 on 12/17/05; 5,471 on 12/17/06 and 6,471 on 12/17/07
- (2) Exercisable 1/3 on each 12/17/05, 12/17/06 and 12/17/07

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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