

NEOGEN CORP
Form 4
October 04, 2007

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)
10/03/2007

____ 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	10/03/2007		M		11,679	A	\$ 6.53
Common Stock	10/03/2007		S		11,679	D	\$ 24
Common Stock	10/03/2007		M		6,506	A	\$ 10.13
Common Stock	10/03/2007		S		6,506	D	\$ 24
Common Stock	10/03/2007		M		255	A	\$ 13.63
Common Stock	10/03/2007		M		255	A	\$ 13.63

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Common Stock	10/03/2007	S	255	D	\$ 24	24,677	D
Common Stock	10/03/2007	M	1,560	A	\$ 12.27	26,237	D
Common Stock	10/03/2007	S	1,560	D	\$ 24	24,677	D

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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Common Stock Option	\$ 6.53	10/03/2007		X		11,679	<u>(1)</u>	09/11/2012	Common Stock 11,679
Common Stock Option	\$ 10.13	10/03/2007		X		6,506	<u>(2)</u>	10/10/2008	Common Stock 6,506
Common Stock Options	\$ 13.63	10/03/2007		X		255	<u>(3)</u>	12/21/2009	Common Stock 255
Common Stock Option	\$ 12.27	10/03/2007		X		1,560	<u>(4)</u>	10/31/2010	Common Stock 1,560

Reporting Owners

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

Signatures

Richard R.
Current POA

10/04/2007

__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 common stock options were granted as non qualified options on 9/11/02 and became exercisable 33% yearly thereafter.
- (2) The common stock options were granted as non qualified options on 10/13/03 and became exercisable 20% yearly thereafter.
- (3) The common stock options were granted as non qualified options on 12/21/04 and became exercisable 20% yearly thereafter.
- (4) The common stock options were granted as non qualified options on 10/31/05 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.