NEOGEN CORP Form 4 May 23, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

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January 31,

2005

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Number:

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obligations may continue. See Instruction 1(b).

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 Departing D

CROWDER RICHARD T Syn			Symbol	20 100 del 1 tallie di la 11 del el					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	of Earliest Transaction Day/Year) 2016					(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify below)				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				(D)	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)	
common Stock	05/19/2016			M		11,250	A	\$ 13.5555	12,750	D		
Common Stock	05/19/2016			M		3,000	A	\$ 22.42	20,250	D		
Common Stock	05/19/2016			M		4,500	A	\$ 22.7533	24,750	D		
common Stock	05/19/2016			M		4,500	A	\$ 28.6666	24,750	D		
Common Stock	05/19/2016			M		3,000	A	\$ 41.6533	27,750	D		
	05/19/2016			M		1,000	A	\$ 41.26	28,750	D		

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Common Stock

common 27,250 D 1,500 05/19/2016 S D Stock

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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercise Expiration Date (Month/Day/Y	te	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 (Right to Buy)	\$ 13.5555	05/19/2016		M		11,250	10/09/2012	10/09/2019	Common Stock	11,250
Common Stock (Right to Buy)	\$ 22.42	05/19/2016		M		3,000	10/07/2013	10/07/2020	Common Stock	3,000
Common Stock (Right to Buy)	\$ 22.7533	05/19/2016		M		4,500	10/06/2014	10/06/2024	Common stock	4,500
Common Stock (Right to Buy)	\$ 28.6666	05/19/2016		M		4,500	10/05/2015	10/04/2022	Common Stock	4,500
Common Stock (Right to Buy)	\$ 41.6533	05/19/2016		M		3,000	10/03/2015	10/03/2023	Common Stock	3,000
Common Stock	\$ 41.26	05/19/2016		M		1,000	10/02/2015	10/02/2024	Common Stock	1,000

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CROWDER RICHARD T

X

Signatures

Steven J Quinlan (Attorney in Fact)

05/23/2016

**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).

Remarks:

Dr. Crowder resigned as a Director of the Company, effective April 30, 2016. The options granted above had ten year lives, a 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.

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