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QUEST DIAGNOSTICS INC

Form 8-K

April 22, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): April 22, 2004

Commission file number 1-12215

Quest Diagnostics Incorporated
One Malcolm Avenue
Teterboro, NJ 07608
(201) 393-5000

Delaware
(State of Incorporation)

16-1387862
(I.R.S. Employer Identification Number)

Item 5. Other Events and Regulation FD Disclosure

On April 22, 2004, Quest Diagnostics Incorporated (the "Company") announced that Surya N. Mohapatra, Ph. D., will be appointed President and Chief Executive Officer on May 4, 2004, the date of its 2004 Annual Meeting of Stockholders, completing the CEO succession plan announced in November 2003. In connection therewith, the Company entered into a letter agreement with Kenneth W. Freeman, the Chairman and Chief Executive Officer, to implement certain amendments to the Amended and Restated Employment Agreement between Mr. Freeman and the Company dated January 1, 2003.

Item 7. Financial Statements and Exhibits

c. Exhibit

99.1 Press release of the Company dated April 22, 2004, announcing the

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completion of CEO transition on May 4, 2004.

- 99.2.1 Letter Agreement dated April 21, 2004 between the Company and Kenneth W. Freeman.

2

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 22, 2004

QUEST DIAGNOSTICS INCORPORATED

By: /s/ Michael. E. Prevoznik

Michael E. Prevoznik
Senior Vice President and
General Counsel

3