UNION PACIFIC CORP
Form 4
October 04, 2016

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 *
MCCONNELL MICHAEL W

(Last) (First) (Middle)

BROWN BROTHERS HARRIMAN & CO., 140 BROADWAY

(Street)

NEW YORK, NY 10005-1101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
UNION PACIFIC CORP [UNP]

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	$ 0	10/03/2016	A		698		(2)	(2)	Common Stock	698	$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCONNELL MICHAEL W BROWN BROTHERS HARRIMAN & CO. 140 BROADWAY NEW YORK, NY 10005-1101	X			

Signatures

By: Heather A. Fredrick, Attorney-in-Fact For: Michael W. McConnell	10/04/2016
**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).

(1) Distribution ratio for Phantom Stock Units is 1:1.

(2) Phantom Stock Units are payable in cash only commencing at retirement.

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. > The values set forth in this column reflect the aggregate grant date fair value of stock option awards made to the NEOs during the applicable year under the Stock Award Plan, computed in accordance with FASB ASC Topic 718. Certain assumptions used in the calculation of those amounts are set forth for the applicable year of award in footnote 11 to the Company s audited consolidated financial statements for the year ended December 31, 2011, included in the Company s 2011 10-K Report.

(3) The indicated amounts reflect incentive cash bonuses paid to the NEOs pursuant to an Incentive Plan, based on performance during the applicable year. For a description of incentive cash bonus payments for performance during 2011, see the Section entitled, 2011 Incentive Cash Bonuses, in the CD&A.

(4) The indicated amounts reflect cash contributed to a 401(k) profit sharing plan as an employer-matching contribution, which was offered to all employees of the Company during each of the indicated years.

(5) Mr. Zezzo joined the Company in January 2011.

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Grants of Plan-Based Awards

The following table summarizes information concerning possible incentive cash bonuses and possible and actual restricted stock and stock option awards for the NEOs during the fiscal year ended December 31, 2011 as well as possible payouts under the 2011 Incentive Plan:

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards[2]			Estimated Possible Payouts Under Equity Incentive Plan Awards[3]						
Name	**Grant Date[1]**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (# Shs.)**	**Target (# Shs.)**	**Maximum (# Shs.)**	**All other Stock Awards: Number Of Shares Of Stock Or Units (#)**	**All other Option Awards: Number Of Securities Underlying Options (#)**	**Exercise or Base Price of Option Awards[4] ($/Sh)**	**Grant Date Fair Value of Stock and Option Awards[5] ($)**
Douglas A. Michels	2/01/11							84,300			$ 558,488
President and Chief	2/01/11								193,300	$ 6.625	$ 552,471
Executive Officer	N/A	$ 181,125	$ 362,250	$ 543,325	43,700 RS	84,300 RS	125,000 RS				N/A
	N/A				100,100 SO	193,300 SO	286,600 SO				N/A
Ronald H. Spair	2/01/11							50,600			$ 335,225
Chief Financial Officer and	2/01/11								116,100	$ 6.625	$ 331,825
Chief Operating Officer	N/A	$ 103,000	$ 206,000	$ 309,000	40,300 RS	50,600 RS	60,900 RS				N/A
	N/A				92,500 SO	116,100 SO	139,700 SO				N/A
Stephen R. Lee, Ph.D.	2/01/11							18,500			$ 122,563
Executive Vice President,	2/01/11								42,400	$ 6.625	$ 121,183
Research and Development	N/A	$ 71,600	$ 143,200	$ 214,800	18,500 RS	26,000 RS	33,600 RS				N/A
	N/A				42,400 SO	59,700 SO	76,900 SO				N/A
Anthony Zezzo II[6]	1/03/11							75,000			$ 445,125
Executive Vice President,	1/03/11								115,000	$ 5.935	$ 294,090
Marketing and Sales	N/A	$ 87,500	$ 175,000	$ 262,500	N/A	N/A	N/A				N/A
	N/A				N/A	N/A	N/A				N/A
Jack E. Jerrett	2/01/11							10,900			$ 72,213
Senior Vice President	2/01/11								25,000	$ 6.625	$ 71,453
and General Counsel	N/A	$ 52,500	$ 105,000	$ 157,500	10,900 RS	14,700 RS	18,500 RS				N/A
	N/A				25,000 SO	33,700 SO	42,500 SO				N/A

(1) Annual equity incentive awards to NEOs (except for Mr. Zezzo, as described in note 6 below), consisting of a combination of restricted stock (RS) and stock options (SO), were determined for 2011 pursuant to the applicable Stock Award Guidelines, based on an evaluation of each officer s performance during 2010 against previously established performance objectives. Annual equity awards made during 2011 were approved by the Compensation Committee effective on February 1, 2011. For a description of these equity awards and their terms, see the Sections entitled, Compensation Components Equity Awards and 2011 Equity Awards, in the CD&A.

(2) The indicated amounts represent possible incentive cash bonus payments to the NEOs under the 2011 Incentive Plan. On January 26, 2012, bonus payments under the 2011 Incentive Plan were approved by the Compensation Committee for the NEOs based on an assessment of the Company s performance against certain financial and strategic objectives for 2011 and of each officer s performance against pre-established individual performance objectives. A further description of the payments approved under the 2011 Incentive Plan is set forth in the Section entitled, 2011 Incentive Cash Bonuses, in the CD&A. Actual amounts paid for 2011 are also disclosed in the Summary Compensation Table.

(3) The indicated amounts represent the possible number of shares which could have been granted to the NEOs (except for Mr. Zezzo, as described in note 6 below) in 2011 in the form of restricted stock and stock options pursuant to the Stock Award Guidelines, based on each officer s performance during 2010. Specific RS and SO awards were approved by the Compensation Committee for the NEOs effective on February 1, 2011 based on an assessment of each officer s performance against pre-established performance objectives for 2010. A further description of these equity awards and their terms is set forth in the Sections entitled, Compensation Components Equity Awards and 2011 Equity Awards, in the CD&A. The values of the RS and SO awards during 2011 are disclosed in the Summary Compensation Table.

(4) The exercise price for stock options is the fair market value of the Company s Common Stock, which is calculated as the mean between the high and low sales price of the Common Stock as reported by NASDAQ on the date of grant.

(5) The indicated amounts represent the grant date fair value calculated in accordance with FASB ASC Topic 718.

(6) Because Mr. Zezzo did not join the Company until January 3, 2011, he was not eligible to participate in the equity awards issued under the Stock Award Guidelines in 2011 for performance during 2010. However, as part of his initial compensation package, Mr. Zezzo received the indicated RS and SO awards effective on his date of employment.

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Outstanding Equity Awards at Fiscal Year-End

The following table summarizes information regarding unexercised stock options and unvested restricted stock held by the NEOs at December 31, 2011:

	Option Awards[1]					Stock Awards[1]			
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options[2] (#) Unexercisable**	**Equity Incentive Plan Awards Number of Securities Underlying Unexercised Unearned Options (#)**	**Option Exercise Price ($/Sh.)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested[2] (#)**	**Market Value of Shares or Units of Stock That Have Not Vested[8] ($)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)**
Douglas A. Michels	400,000			$ 7.77	6/22/2014				
	67,500			$ 5.60	1/26/2015				
President and Chief	67,500			$ 9.56	1/23/2016				
	45,000			$ 8.28	2/01/2017				
Executive Officer	53,906	2,344[3(a)]		$ 8.06	2/01/2018				
	66,347	24,643[3(b)]		$ 2.81	1/23/2019				
	49,050	53,315[3(c)]		$ 5.19	1/25/2020				
		193,300[3(d)]		$ 6.63	2/01/2021				
						64,800[3(e)]	$ 590,328		
						17,873[3(f)]	$ 162,823		
						40,213[3(g)]	$ 366,340		
						84,300[3(h)]	$ 767,973		
Ronald H. Spair	90,000			$ 6.96	1/31/2013				
Chief Financial Officer	100,000			$ 8.20	1/14/2014				
	27,000			$ 5.60	1/26/2015				
and Chief Operating	27,000			$ 9.56	1/23/2016				
	45,000			$ 8.28	2/01/2017				
Officer	43,604	1,896[4(a)]		$ 8.06	2/01/2018				
	53,754	19,966[4(b)]		$ 2.81	1/23/2019				
	39,682	43,133[4(c)]		$ 5.19	1/25/2020				
		116,100[4(d)]		$ 6.63	2/01/2021				
						14,480[4(e)]	$ 131,913		
						32,533[4(f)]	$ 296,376		
						50,600[4(g)]	$ 460,966		
Stephen R. Lee, Ph.D.	125,000			$ 8.97	9/23/2015				
Executive Vice	18,000			$ 9.56	1/23/2016				
	22,500			$ 8.28	2/01/2017				
President, Research and	21,562	938[5(a)]		$ 8.06	2/01/2018				
	6,825	9,859[5(b)]		$ 2.81	1/23/2019				
	21,797	23,693[5(c)]		$ 5.19	1/25/2020				

Development	42,400[5(d)]	$ 6.63	2/01/2021		
				7,150[5(e)]	$ 65,137
				17,880[5(f)]	$ 162,887
				18,500[5(g)]	$ 168,535

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	Option Awards[1]					Stock Awards[1]			
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options[2] (#) Unexercisable**	**Equity Incentive Plan Awards Number of Securities Underlying Unexercised Unearned Options (#)**	**Option Exercise Price ($/Sh.)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested[2] (#)**	**Market Value of Shares or Units of Stock That Have Not Vested[8] ($)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)**
Anthony Zezzo II Executive Vice		115,000[6(a)]		$ 5.94	1/03/2021				
President, Marketingand Sales						75,000[6(b)]	$ 683,250		
Jack E. Jerrett	40,000			$ 6.96	1/31/2013				
	40,000			$ 8.20	1/14/2014				
Senior Vice President	15,000			$ 5.60	1/26/2015				
	18,000			$ 9.56	1/23/2016				
and General Counsel	12,000			$ 8.28	2/01/2017				
	11,500	500[7(a)]		$ 8.06	2/01/2018				
	17,689	6,571[7(b)]		$ 2.81	1/23/2019				
	14,543	15,807[7(c)]		$ 5.19	1/25/2020				
		25,000[7(d)]		$ 6.63	2/01/2021				
						4,766[7(e)]	$ 43,418		
						11,913[7(f)]	$ 108,527		
						10,900[7(g)]	$ 99,299		

(1) The indicated information does not include restricted stock or stock options awarded to the NEOs in January 2012 pursuant to the LTIP in respect of performance during 2011.

(2) Stock options vest over four years, with the first 25% vesting on the first anniversary of the grant date and the remaining 75% vesting on a monthly basis over the next three years following the first anniversary of the grant date. Grants of restricted stock vest over a three-year period, with one-third vesting on the first anniversary of the grant date, a second third vesting on the second anniversary and the final third vesting on the third anniversary.

(3) The indicated stock options and restricted stock vest as follows:
- (a) 1,172 options on January 1 and February 1, 2012;
- (b) 1,895 options on the 23rd of each month, from January 23, 2012 through January 23, 2013;
- (c) 2,133 options on the 25th of each month, from January 25, 2012 through January 25, 2014;
- (d) 48,325 options on February 1, 2012 and 4,027 options on the 1st of each month, from March 1, 2012 through February 1, 2015;
- (e) 6,480 restricted shares quarterly on March 31, June 30, September 30 and December 31 of each year; from March 31, 2012 through June 30, 2014;
- (f) 17,873 restricted shares on January 23, 2012;

(g) 20,107 restricted shares on January 25, 2012 and 2013; and
(h) 28,100 restricted shares on February 1, 2012, 2013 and 2014.

(4) The indicated stock options and restricted stock vest as follows:
(a) 948 options on January 1 and February 1, 2012;
(b) 1,536 options on the 23rd of each month, from January 23, 2012 through January 23, 2013;
(c) 1,725 options on the 25th of each month, from January 25, 2012 through January 25, 2014;
(d) 29,025 options on February 1, 2012 and 2,419 options on the 1st of each month, from March 1, 2012 through February 1, 2015;
(e) 14,480 restricted shares on January 23, 2012;

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(f) 16,267 restricted shares on January 25, 2012 and 2013; and
(g) 16,867 restricted shares on February 1, 2012, 2013 and 2014.

(5) The indicated stock options and restricted stock vest as follows:
(a) 469 options on January 1 and February 1, 2012;
(b) 758 options on the 23rd of each month from January 23, 2012 through January 23, 2013;
(c) 948 options on the 25th of each month, from January 25, 2012 through January 25, 2014;
(d) 10,600 options on February 1, 2012 and 883 options on the 1st of each month, from March 1, 2012 through February 1, 2015;
(e) 7,150 restricted shares on January 23, 2012;
(f) 8,940 restricted shares on January 25, 2012 and 2013; and
(g) 6,167 restricted shares on February 1, 2012, 2013 and 2014.

(6) The indicated stock options and restricted stock vest as follows:
(a) 28,750 options on January 3, 2012 and 2,396 options on the 3rd of each month, from February 3, 2012 through January 3, 2015;
(b) 25,000 restricted shares on January 3, 2012, 2013 and 2014.

(7) The indicated stock options and restricted stock vest as follows:
(a) 250 options on January 1 and February 1, 2012;
(b) 505 options on the 23rd of each month from January 23, 2012 through January 23, 2013;
(c) 632 options on the 25th of each month, from January 25, 2012 through January 25, 2014;
(d) 6,250 options on February 1, 2012 and 521 options on the 1st of each month, from March 1, 2012 through February 1, 2015;
(e) 4,766 restricted shares on January 23, 2012;
(f) 5,957 restricted shares on January 25, 2012 and 2013; and
(g) 3,633 restricted shares on February 1, 2012, 2013 and 2014.

(8) The indicated values were determined by multiplying the number of unvested shares of restricted stock shown in this table by $9.11 per share, the closing price of the Company s Common Stock as reported by NASDAQ on Friday, December 30, 2011.

Option Exercises and Stock Vested

The following table summarizes information with respect to the exercise of stock options and vesting of restricted stock for each of the NEOs during the fiscal year ended December 31, 2011:

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise[1] ($)**	**Number Of Shares Acquired on Vesting (#)**	**Value Realized on Vesting[2] ($)**
Douglas A. Michels President and Chief Executive Officer			85,775	$ 616,278
Ronald H. Spair Chief Financial Officer and Chief Operating Officer	65,000	$ 207,583	48,413	$ 321,579
Stephen R. Lee, Ph.D. Executive Vice President, Research and Development	19,716	$ 86,965	24,840	$ 164,931

Anthony Zezzo II Executive Vice President, Marketing and Sales				
Jack E. Jerrett Senior Vice President and General Counsel	30,000	$ 63,420	15,390	$ 102,203

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(1) The indicated amounts represent the number of shares acquired upon the exercise of the options multiplied by the difference between the market value of the Company s Common Stock on the applicable exercise date (calculated as the mean between the high and low sales price on such date) and the option exercise price.

(2) The indicated amounts were calculated by multiplying the number of restricted shares acquired upon vesting by the market value of the Company s Common Stock on the applicable vesting date. The market value was determined by calculating the mean between the high and low sales price of the Common Stock as reported by NASDAQ on the vesting date.

Pension Benefits

We provide no pension benefits to the NEOs other than the right to participate in our 401(k) Plan. For a further description of the terms of the 401(k) Plan, see the Section entitled, Compensation Components Retirement Programs, in the CD&A.

Nonqualified Deferred Compensation

Effective January 3, 2012, the Board adopted the OraSure Technologies, Inc. Deferred Compensation Plan (the Plan), a non-qualified deferred compensation plan designed to provide deferred compensation benefits to a select group of the Company s highly compensated employees, including all of the NEOs, and to non-employee members of the Board.

The Plan allows for deferrals by participants of up to 100% of their annual base salaries (or in the case of non-employee Directors, 100% of fees payable under the Company s Non-Employee Director Compensation Policy) and up to 100% of annual incentive cash bonuses and, upon vesting, restricted shares of the Company s common stock awarded under the Company s Stock Award Plan. The Company may also make discretionary contributions to the accounts of employees participating in the Plan. Cash balances in participants accounts may be invested in a list of investment options that are similar to the fund choices offered in the Company s 401(k) plan. Participants will be permitted to sell vested restricted shares in their accounts, subject to compliance with the Company s Insider Trading Policy and applicable securities laws, and invest the proceeds of any such sale in the investment options available under the Plan. Participants will be 100% vested in their accounts and the restricted shares they defer, except that Company contributions will vest over one or more years as determined by the Company. In the event of death, disability or change in control, a participant will become 100% vested in any then unvested Company contributions.

Participants may elect to receive a distribution from his or her account upon a specified date, separation from service, change in control, disability and/or death. Distributions will be made in a lump sum or installments, as allowed under the Plan.

Amounts contributed to a participant s account through elective deferrals or through the Company s discretionary contributions are generally not subject to income tax, and the Company does not receive a deduction until they are distributed pursuant to the Plan. However, cash deferrals are subject to the Federal Insurance Contributions Act Tax imposed at the time of deferral (the FICA tax). Deferrals of restricted shares are subject to the FICA tax at the time the restricted shares vest, but are not subject to income tax, and the Company does not receive the deduction until the restricted shares are distributed pursuant to the Plan.

The Company may amend or terminate the Plan at any time in accordance with applicable law.

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Employment Agreements and Potential Payments Upon Termination or Change in Control

Mr. Michels has an employment agreement with the Company that provides for the various components of compensation described in the CD&A. In addition, upon a termination of employment, Mr. Michels contract provides for certain post-employment severance and other benefits, as described below.

Mr. Michels employment agreement will terminate upon his death or disability. In addition, Mr. Michels may terminate his employment at any time and for any reason upon 90 days written notice to the Company, for good reason (as defined below), or following a change in control (as defined below). Mr. Michels employment agreement can also be terminated by the Company for cause (as defined below) or without cause.

As used in the agreement, the term good reason means (i) a material breach of the agreement by the Company that is not cured within 30 days of written notice, (ii) any diminution in Mr. Michels base compensation or authority, duties or responsibilities, (iii) a material diminution in the authority, duties or responsibilities of the person to whom Mr. Michels reports, including a change in Mr. Michels reporting obligation from the Board to another employee of the Company, if applicable, (iv) a material diminution of the budget over which Mr. Michels exercises control, or (v) a material change in Mr. Michels job location.

A change in control generally is defined to take place when disclosure of such a change would be required by the proxy rules promulgated by the SEC or when:

- any person, or more than one person acting as a group within the meaning of Section 409A of the Internal Revenue Code (the Code) and the regulations issued thereunder, acquires ownership of stock of the Company that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of the Company;

- any person, or more than one person acting as a group within the meaning of Code Section 409A and the regulations issued thereunder, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition) ownership of stock of the Company possessing 30 percent or more of the total voting power of the Company s stock;

- a majority of the members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election; or

- a person, or more than one person acting as a group within the meaning of Code Section 409A and the regulations issued thereunder, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition) assets from the Company that have a total gross fair market value equal to or more than 40 percent of the total gross fair market value of all the assets of the Company immediately before such acquisition or acquisitions.

A change in control period is the period which begins on the occurrence of a change in control and ends 18 months thereafter.

Upon the termination of Mr. Michels employment upon his death or disability, by Mr. Michels for any reason other than good reason or by the Company for cause, Mr. Michels will be entitled to receive his salary through the date of termination and any bonus approved by the Board or the Compensation Committee prior to the date of termination but not yet paid and, in the case of a termination upon his death or disability, a cash bonus for the calendar year in which termination occurs that Mr. Michels would have received but for his death or disability, prorated through the date of death or commencement of disability. Upon termination of the agreement by Mr. Michels with good reason or after a change in control or by the Company without cause (which includes the Company s failure to renew the agreement), Mr. Michels would be entitled to receive his salary through the date of termination and any bonus that has been approved by the Board or the Compensation Committee prior to the date of termination but not yet paid, a cash bonus for the calendar year in which termination occurs equal to

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Mr. Michels target bonus for such year, and for a period of one year after the date of termination, benefits for Mr. Michels and/or his family at levels substantially equal to those that would have been provided to them by the Company if Mr. Michels employment had not been terminated. If termination is for good reason or without cause (which includes the Company s failure to renew the agreement) and does not occur during a change in control period, Mr. Michels would also receive a lump sum amount equivalent to 12 months of his annual salary. If, however, termination is for good reason or without cause (which includes the Company s failure to renew the agreement) and occurs during a change in control period, or if termination is by Mr. Michels after a change in control, Mr. Michels will receive a lump sum amount equivalent to 36 months of his annual salary. If Mr. Michels is a specified employee within the meaning of Code Section 409A at the time of the termination of his employment and any of the foregoing payments would subject him to any tax, interest or penalty under Code Section 409A or regulation thereunder, then the payment shall not be made until the first day which is at least six months after the date of termination of his employment. Mr. Michels agreement also provides that the Company will pay an amount equal to the first $1 million of excise tax incurred under Section 280G of the Internal Revenue Code on compensation paid to Mr. Michels upon a change in control.

Upon termination of Mr. Michels employment as a result of disability, for good reason, by the Company without cause or by Mr. Michels after a change of control, Mr. Michels can elect to receive medical and dental insurance coverage for himself and his family under any plans offered by the Company to the extent the Company is self insured or coverage for former employees is available on reasonable terms (as determined by the Company) from the Company s providers of medical and dental coverage.

All stock awards granted to Mr. Michels are required to immediately vest (i) in the event of a change in control or (ii) if Mr. Michels employment is terminated for good reason by Mr. Michels or by the Company without cause during a change in control period, and 50% of such stock awards shall vest in the event Mr. Michels employment is terminated for good reason or by the Company without cause during any period other than a change in control period.

The termination and severance provisions in the employment agreements for the other NEOs are substantially similar to Mr. Michels employment agreement, with the following exceptions. The Company is obligated to pay an amount up to the first $500,000, rather than $1 million, of excise tax imposed under Section 280G of the Internal Revenue Code on compensation paid as a result of a change in control for Messrs. Spair, Jerrett and Dr. Lee. Mr. Jerrett and Dr. Lee are entitled to receive severance payments equivalent to 24 months of their annual salary, rather than 36 months, in the event of a termination of their agreements for good reason or without cause during a change in control period or after a change in control. Beginning with Mr. Zezzo s employment, however, the Board adopted a new policy with respect to executive employment agreements. As a result, Mr. Zezzo s agreement does not provide for any reimbursement of excise taxes imposed under Section 280G of the Internal Revenue Code, and his agreement does not include a modified style trigger allowing him to terminate for any reason and receive severance following a change in control. Instead, Mr. Zezzo will be entitled to receive severance equal to 24 months of his annual salary only if he is terminated for good reason or without cause during a change in control period.

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The following table provides estimates of the potential severance and other post-termination benefits the NEOs would receive assuming their employment was terminated as of December 31, 2011:

Name	Benefit	Voluntary Termination or Termination for Cause	Termination for Death or Disability[1]	Termination for Good Reason or Without Cause Not Within Change in Control Period[1]	Termination after Change in Control, or for Good Reason or Without Cause Within Change in Control Period[1,2]
Douglas A. Michels	Salary Continuation			$ 517,500	$ 1,552,500
	Bonus		$ 369,000	$ 362,250	$ 362,250
President and Chief	Accelerated Option Vesting			$ 423,596	$ 847,192
Executive Officer	Accelerated Restricted Stock Vesting		$ 1,887,464	$ 943,732	$ 1,887,464
	Health Care Benefits			$ 16,513	$ 16,513
	Total		$ 2,256,464	$ 2,263,591	$ 4,665,919
Ronald H. Spair	Salary Continuation			$ 412,000	$ 1,236,000
	Bonus		$ 209,900	$ 206,000	$ 206,000
Chief Financial	Accelerated Option Vesting			$ 292,738	$ 585,476
Officer and Chief					
Operating Officer	Accelerated Restricted Stock Vesting		$ 889,254	$ 444,627	$ 889,254
	Health Care Benefits			$ 12,901	$ 12,901
	Total		$ 1,099,154	$ 1,368,266	$ 2,929,631
Stephen R. Lee, Ph.D.	Salary Continuation			$ 358,000	$ 716,000
	Bonus		$ 116,700	$ 143,200	$ 143,200
Executive Vice	Accelerated Option Vesting			$ 130,696	$ 261,391
President, Research					
and Development	Accelerated Restricted Stock Vesting		$ 396,558	$ 198,279	$ 396,558
	Health Care Benefits			$ 13,325	$ 13,325
	Total		$ 513,258	$ 843,500	$ 1,530,474
Anthony Zezzo II	Salary Continuation			$ 350,000	$ 700,000
	Bonus		$ 142,600	$ 140,000	$ 140,000
Executive Vice	Accelerated Option Vesting			$ 182,563	$ 365,125
President, Marketing					
and Sales	Accelerated Restricted Stock Vesting		$ 683,250	$ 341,625	$ 683,250
	Health Care Benefits			$ 2,153	$ 2,153
	Total		$ 825,850	$ 1,016,341	$ 1,890,528
Jack E. Jerrett	Salary Continuation			$ 300,000	$ 600,000

Senior Vice President	Bonus	$ 127,000	$ 105,000	$ 105,000
	Accelerated Option Vesting		$ 83,023	$ 166,046
and General Counsel	Accelerated Restricted Stock Vesting	$ 251,245	$ 125,622	$ 251,245
	Health Care Benefits		$ 16,072	$ 16,072
	Total	$ 378,245	$ 629,717	$ 1,138,363

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(1) The indicated values for the accelerated vesting of stock options reflect (i) the number of option shares which would vest on an accelerated basis, multiplied by (ii) the excess, if any, of the $9.11 per share closing price for the Company s Common Stock, as reported by NASDAQ on Friday, December 30, 2011, over the applicable exercise price for each option. The indicated values for the accelerated vesting of restricted stock reflect the $9.11 per share closing price multiplied by the number of shares which would vest on an accelerated basis.

(2) The Company will also pay the excise tax incurred under Section 280G of the Internal Revenue Code on compensation paid to the NEOs (other than Mr. Zezzo) in the event of a change in control in an amount up to $1 million for Mr. Michels and $500,000 for the other NEOs.

2011 Director Compensation

Annual Fees. Our Non-Employee Director Compensation Policy (Director Policy) provides that non-employee members of the Board of Directors (the Board) will receive fixed annual fees for service on the Board and for service on Committees of the Board, as set forth below. The fees are paid quarterly in arrears.

Position	**Annual Fee**
Board Chairman	$ 60,000
Non-Chairman Board Member	$ 40,000
Audit Chairman	$ 18,000
Compensation Chairman	$ 15,000
N&CG Chairman	$ 8,000
Non-Chairman Audit Member	$ 8,000
Non-Chairman Compensation Member	$ 6,000
Non-Chairman N&CG Member	$ 3,000

Initial Equity Awards. Non-employee Directors receive an initial grant of 40,000 stock options for the Company s Common Stock upon joining the Board (the Initial Grant). An additional grant of 40,000 stock options is also made to any non-employee Director who becomes Chairman of the Board (the Chairman Grant). The options granted to non-employee Directors are nonqualified stock options and have an exercise price equal to the mean between the high and low sales prices of the Company s Common Stock as quoted on the NASDAQ Stock Market on the grant date. Each Initial Grant and Chairman Grant generally vest on a monthly basis over the 24 months immediately following the grant date. Payment of the exercise price may be made in cash or by delivery of previously acquired shares of Common Stock having a fair market value equal to the aggregate exercise price.

Annual Equity Awards. Under the Director Policy, during 2011 each non-employee Director received an annual grant of 15,000 restricted shares (the Annual Grant) of the Company s common stock, except for the Chairman of the Board, who received an Annual Grant of 25,000 restricted shares. Consistent with past practice, these Annual Grants were made on the annual equity grant date for officers and other employees of the Company. In November 2011, the Board amended the Director Policy to change both the method of determining and the timing of Annual Grants to non-employee Directors. The method was changed from an annual award of a fixed number of restricted shares to a value transfer award method similar to that used for our executives under the LTIP. The dollar values of the Annual Awards were determined by the Committee and Board based on advice from PM&P and an assessment of director equity awards made at comparable medical diagnostics and healthcare companies. The Board also changed the timing of Annual Grants to occur at the same time as the Company s Annual Meeting of Stockholders, beginning with the Annual Grants to be made in 2013. In order to transition to this new timing, the Board determined that for 2012 a value-based Annual Grant of restricted shares (the 2012 Transitional Grant) would be made to non-employee Directors on the annual equity award date for the Company s officers and employees during 2012.

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Under the amended Director Policy, as described above, beginning in 2012 Annual Grants of restricted shares are being made pursuant to the values set forth in the following table:

Board Position	2012 Transitional Grant	Annual Grants For 2013 and Beyond
Chairman	$150,000	$120,000
Non-Chairman Director	$100,000	$80,000

The dollar value of each Annual Grant is converted into restricted shares by dividing the above values by the average of the high and low sales prices of the Company s Common Stock, as reported on the NASDAQ Stock Market on the grant date. Annual Grants of restricted stock will continue to vest on the date that is twelve months from the date of grant, except that the 2012 Transitional Grants will vest on May 15, 2013. Non-employee Directors are permitted to direct the Company to withhold restricted shares in order to pay tax withholding obligations arising upon the vesting of such shares.

Equity Award Terms. Any unvested stock options and restricted shares granted to non-employee Directors will vest in their entirety immediately upon the occurrence of a change of control of the Company. As defined in the Company s Stock Award Plan, a change of control means a change of control that would be required to be reported under the Securities Exchange Act of 1934, as amended, and would be deemed to have occurred at such time as (i) any person, or more than one person acting as a group within the meaning of Section 409A of the Internal Revenue Code (the Code), acquires ownership of stock of the Company that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of the Company; (ii) any person, or more than one person acting as a group within the meaning of Section 409A of the Code, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition) ownership of stock of the Company possessing 30 percent or more of the total voting power of the Company s stock; (iii) a majority of the members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election; or (iv) a person, or more than one person acting as a group within the meaning of Section 409A of the Code, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition) assets from the Company that have a total gross fair market value equal to or more than 40 percent of the total gross fair market value of all the assets of the Company immediately before such acquisition or acquisitions. In addition, if a non-employee Director leaves the Board for any reason other than a change of control, prior to the end of the vesting period for the 2012 Transitional Grant or any subsequent Annual Grant of restricted shares, such award shall immediately vest on a pro-rata basis based on the actual duration of such Director s service to the Board during such vesting period.

The following table summarizes information related to compensation of non-employee Directors during the fiscal year ended December 31, 2011:

Name[1, 2]	Fees Earned or Paid in Cash ($)	Stock Awards[3] ($)	Option Awards[4] ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation ($)	Total ($)
Michael Celano	$ 62,000	$ 99,375					$ 161,375
Ronny B. Lancaster	$ 54,000	$ 99,375					$ 153,375
Gerald M. Ostrov[5]	$ 7,500		$ 88,768				$ 96,268
Charles W. Patrick	$ 52,000	$ 99,375					$ 151,375
Roger L. Pringle	$ 56,750	$ 99,375					$ 156,125
Stephen S. Tang, Ph.D.	$ 40,500		$ 89,168				$ 129,668
Douglas G. Watson	$ 74,000	$ 165,625					$ 239,625

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(1) Because Messrs. Michels and Spair are officers of the Company, they are not entitled to any separate compensation for service on the Board or any Committee thereof and have not been included in this table.

(2) Non-employee Directors held the following number of restricted shares (RSs) and stock options (SOs) at December 31, 2011: Mr. Celano: 15,000 RSs; 70,000 SOs; Mr. Lancaster: 15,000 RSs; 70,000 SOs; Mr. Ostrov: 40,000 SOs; Mr. Patrick: 15,000 RSs; 70,000 SOs; Mr. Pringle: 15,000 RSs; 235,552 SOs; Dr. Tang: 40,000 SOs; and Mr. Watson: 25,000 RSs; 200,000 SOs. The aggregate number of stock options and restricted shares held by Messrs. Michels and Spair are set forth in the table in the Section entitled, Outstanding Equity Awards at Fiscal Year-End, in this Proxy Statement.

(3) The indicated amounts reflect the aggregate grant date fair value of restricted stock awards made to non-employee Directors during 2011 under the Stock Award Plan, computed in accordance with FAS ASC Topic 718. Certain assumptions used in the calculation of those amounts are set forth in footnote 11 to the Company s audited consolidated financial statements for the fiscal year ended December 31, 2011, included in the Company s 2011 10-K Report. This column does not include the value of restricted stock awarded to non-employee Directors in January 2012.

(4) The indicated amounts represent the grant date fair value calculated in accordance with FASB ASC Topic 718. Certain assumptions used in the calculation of those amounts are set forth in footnote 11 to the Company s audited consolidated financial statements for the fiscal year ended December 31, 2011, included in the Company s 2011 10-K Report.

(5) Mr. Ostrov has not been assigned to serve on any Committee of the Board. However, because of his extensive experience in consumer marketing, he has from time to time been advising the Company on its commercialization plans for an OraQuick® HIV over-the-counter test. As a result, the Board has decided to pay Mr. Ostrov an amount of fees equal to that payable for a Director s service on the Audit and Compensation Committees.

Compensation Committee Interlocks and Insider Participation

Stephen S. Tang, Ph.D., Roger L. Pringle, Ronny B. Lancaster and Douglas G. Watson served as members of the Compensation Committee of the Board during 2011. None of Dr. Tang, Mr. Pringle, Mr. Lancaster or Mr. Watson has served or is currently serving as an officer or employee of the Company, nor have they engaged in any transactions involving the Company which would require disclosure as a transaction with a related person. There are no compensation committee interlocks between the Company and any other entity involving the Company s or such entity s executive officers or board members.

Compensation Risk Assessment

Management conducted a risk assessment of the Company s compensation policies and practices, including its executive compensation program. In its review, management considered the attributes of the Company s policies and practices and other factors, including:

- The mix of fixed and variable compensation opportunities;
- The balance between annual and long-term performance opportunities;
- The corporate and individual performance objectives established for annual and long-term incentive compensation;

- The internal controls and procedures in place to mitigate risks facing the Company; and

- The risk that unintended consequences could result from various aspects of the Company s compensation policies and practices.

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Based on its review and assessment, management concluded that the Company s policies and practices are designed with the appropriate balance of risk and reward in relation to the Company s overall business strategy and do not incentivize employees to take unnecessary or excessive risks. The Company also concluded that any risks arising from the Company s compensation policies and practices are not reasonably likely to have a material adverse affect on the Company.

Compensation Committee Report

The information contained in this report shall not be deemed to be soliciting material or filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section. This report shall not be deemed to be incorporated by reference into any document filed under the Securities Act of 1933, as amended, or the Exchange Act, whether such filing occurs before or after the date hereof, regardless of any general incorporation language in such filing.

The Compensation Committee of OraSure Technologies, Inc. has reviewed and discussed with the Company s management the Section entitled, Compensation Discussion and Analysis, contained in this Proxy Statement. Based on that review and discussion, the Compensation Committee recommended to the Company s Board of Directors that the foregoing Compensation Discussion and Analysis be included in the Company s 2011 10-K Report and Proxy Statement for the 2012 Annual Meeting of Stockholders.

COMPENSATION COMMITTEE:

Roger L. Pringle, Chairman

Ronny B. Lancaster

Stephen S. Tang, Ph.D.

Douglas G. Watson

April 2, 2012

Equity Compensation Plan Information

The following table provides information as of December 31, 2011 about the shares of Common Stock that may be issued upon the exercise of options under all of our equity compensation plans. These plans include the Award Plan, the Epitope, Inc. 1991 Stock Award Plan (the 1991 Plan), and the Agritope, Inc. 1992 Stock Award Plan (the Agritope Plan). The Award Plan, the 1991 Plan and the Agritope Plan were Epitope equity compensation plans. In connection with the merger of Epitope and STC into the Company on September 29, 2000, the Award Plan was adopted by the Company, and the Company assumed the obligation to issue shares for the then outstanding stock options granted under the Award Plan, the 1991 Plan and the Agritope Plan. Additional grants of equity compensation may only be made under the Award Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	5,023,702	$ 6.97	4,054,041[1]
Equity compensation plans not approved by security holders	392,484[2]	$ 5.93[2]	
Total	5,416,186		4,054,041

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(1) Represents shares remaining available for future issuance as of December 31, 2011 under the Award Plan.

(2) Includes 125,552 shares issuable as of December 31, 2011 under options at a weighted-average exercise price of $4.42 per share under the 1991 Plan and the Agritope Plan.

ITEM 3. Non-Binding Advisory Vote on Executive Compensation
Background

Section 14A of the Exchange Act, enacted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act), requires that stockholders be given the opportunity to vote to approve, on a non-binding advisory basis, no less frequently than once every three years, the compensation of our NEOs. Based on feedback received at our 2011 Annual Meeting, the Board has determined that such a vote should be held on an annual basis until the next advisory vote on frequency.

The vote on the resolution recommended below is not intended to address any specific element of compensation, but rather relates to the overall compensation of our NEOs. As described more fully under the Section entitled, Executive Compensation, including the CD&A and the related tables and narrative, our compensation program is designed to pay executives for performance by offering rewards for the achievement of pre-determined financial and strategic performance objectives. In addition, our program is designed to align the interests of executives with the interests of our stockholders, provide long-term incentives and set compensation at levels sufficiently competitive to attract and retain high quality executives and to motivate them to contribute to our success.

Compensation Program Highlights

You are urged to carefully review the Executive Compensation section of this Proxy Statement which contains a detailed discussion of our executive compensation program, including the 2011 compensation of our NEOs. We believe our compensation program follows sound corporate governance principles and is strongly aligned with the interests of our stockholders. Highlights of our compensation programs include the following:

· The Company s compensation focuses on performance, with annual base salary accounting for approximately 26% to 52% of the target compensation opportunity for our NEOs in 2011(other than Mr. Zezzo who did not join the Company until 2011). The remainder of their total compensation opportunity is primarily comprised of variable or at-risk compensation consisting of incentive cash bonuses and long-term equity awards which are awarded to executives based on the achievement of both Company and individual performance objectives.

· The Compensation Committee monitors the Company s performance and adjusts compensation accordingly. For example, our executives received no salary increases in 2008 and incentive cash bonuses were substantially reduced as a result of the Company s lower than expected financial performance in that year. In fact, for 2008, Mr. Michels bonus was 18.6% of his annual base salary compared to his target of 60%, and Mr. Spair s bonus was 15.5% of his base salary compared to his target of 50%.

· Equity awards for executives consist of a mix of restricted stock and stock options. For performance during 2009, executives received awards in 2010 consisting of 60% restricted stock and 40% stock options. In order to make equity awards more performance-based, the Compensation Committee adjusted the equity program so that the portion represented by stock options increased to 50% for awards based on performance during 2010 and to 60% for awards based on performance during 2011.

· Our executives receive equity awards subject to long-term vesting requirements. Stock option awards generally vest over four years and restricted stock awards generally vest over three years. We believe these awards ensure that a significant portion of the executive s compensation is tied to the long-term success of the Company, consistent with the interests of our stockholders.

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- We have adopted a new long-term incentive compensation program under which a value transfer method will be used beginning in 2012 for equity grants awarded to executives. We have adopted a similar value transfer method for non-employee members of the Board. These changes will eliminate volatility in the actual value of equity awards granted to executives and Board members and bring our equity programs more in line with industry practices.

- We have adopted a policy that any new employment agreement executed with an executive will not provide for the gross-up of excise tax obligations under Section 280G of the Internal Revenue Code or a modified single trigger under which the executive can voluntarily leave the Company after a change of control and receive severance even though there has been no adverse impact on the executive s compensation or level of responsibilities.

- The Compensation Committee regularly utilizes an independent compensation consultant to review our compensation program and provide a competitive assessment of the compensation paid to our executives and the non-employee members of the Board.

- The Compensation Committee regularly assesses the Company s compensation program against peer companies consisting of medical diagnostics and healthcare companies that are comparable to the Company. The Committee has approved the use of a smaller peer group that is targeted to be more similar to the Company s business model.

- We target total compensation (consisting of annual base salary, incentive cash bonuses and long-term incentive equity grants) for executives at the median or 50^{th} percentile of a peer group of companies with an opportunity to earn up to the 75^{th} percentile based on performance.

- The Company does not provide its executives with any perquisites. Our executives are eligible to participate in the same retirement and benefit plans offered to all other employees.

- The Company has implemented an annual process to assess the risks associated with our compensation programs.

Vote Required; Board Recommendation

If a quorum is present, the non-binding advisory approval of the executive compensation described in this Proxy Statement requires the affirmative vote of a majority of shares present, in person or by Proxy and entitled to vote at the Annual Meeting. Shares voted in person or represented by Proxy which are not voted for approval of our executive compensation (by voting no or abstaining) will have the effect of voting against this proposal. Broker non-votes will not count toward the determination of whether this proposal is approved and will have no impact on the vote. In the absence of instructions to the contrary, shares of Common Stock represented by properly executed Proxies will be voted for approval of our executive compensation, as disclosed in this Proxy Statement. Because this stockholder vote is advisory, it will not be binding on the Company or the Board of Directors. However, the Compensation Committee and Board will take into account the outcome of the vote when considering future executive compensation programs and arrangements.

Based on the foregoing, the Board is requesting that stockholders vote on the following resolution:

RESOLVED, that the compensation paid to the Company s named executive officers, as disclosed in the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

Your Board recommends that the stockholders vote FOR the approval of our executive compensation as described in the preceding resolution.

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Annual Report

Our Annual Report to Stockholders for the year ended December 31, 2011 accompanies this Proxy Statement. **On written request, we will provide, without charge, a copy of our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC (including a list briefly describing the exhibits thereto), to any record holder or beneficial owner of our Common Stock on March 26, 2012, the record date for the Annual Meeting, or to any person who subsequently becomes such a record holder or beneficial owner. Requests should be directed to the attention of the Secretary of the Company at our address set forth in the Notice of Annual Meeting of Stockholders immediately preceding this Proxy Statement.**

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Deadline For Stockholder Proposals

You may submit proposals for inclusion in the proxy materials for the Company s 2013 Annual Meeting of Stockholders. Any such proposals must meet the stockholder eligibility and other requirements imposed by rules issued by the SEC and must be received by the Company at 220 East First Street, Bethlehem, Pennsylvania 18015, Attention: Secretary, in accordance with Rule 14a-8 promulgated under the Exchange Act, not later than December 7, 2012.

In addition, our Bylaws provide that a stockholder proposal must meet certain predetermined requirements in order to be considered at the Annual Meeting. These requirements are separate from, and in addition to, the requirements discussed above to have the shareholder proposal included in the proxy materials pursuant to the SEC s rules and regulations. In order to be considered, a stockholder s proposal must be made in writing to the Company s Secretary and must be delivered to or received at our principal executive offices not less than ninety (90) days nor more than one hundred twenty (120) days prior to the meeting. However, if less than one hundred (100) days notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received no later than the close of business on the tenth (10^{th}) day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made, whichever first occurs. The notice to the Secretary must set forth, with respect to each matter the stockholder proposes to bring before the meeting, a brief description of the matter and the reasons for considering that matter at the Annual Meeting. The notice must also include, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf notice of the proposed business is made: (i) the name and address of the stockholder and such beneficial owner; (ii) any material interest of such stockholder and such beneficial holder in such business; (iii) the class and number of shares of capital stock of the Company which are held of record or beneficially owned by the stockholder and such beneficial owner and any other direct or indirect pecuniary or economic interest in any capital stock of the Company of such stockholder and such beneficial owner, including without limitation, any derivative instrument, swap, option, warrant, short interest, hedge, profit sharing arrangement or borrowed or loaned shares; (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to propose the business described in its notice; and (v) any other information relating to such business matter that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. To the extent the Board of Directors or the SEC, or a court of competent jurisdiction, deems these Bylaw provisions to be inconsistent with the right of stockholders to request inclusion of a proposal in the Company s proxy materials pursuant to Rule 14a-8 promulgated under the Exchange Act, such rule shall prevail.

BY ORDER OF THE BOARD OF DIRECTORS

Jack E. Jerrett

Secretary

April 5, 2012

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220 EAST FIRST STREET

BETHLEHEM, PA 18015

VOTE BY INTERNET

Before The Meeting - Go to **www.proxyvote.com**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/OSUR2012**

You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE -1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M44373-P24159 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

ORASURE TECHNOLOGIES, INC.	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below.
The Board of Directors recommends you vote FOR each of the following nominees:				
1. ELECTION OF DIRECTORS Class III (Term Expiring 2015)	¨	¨	¨	

Nominees:

01) Michael Celano
02) Douglas A. Michels
03) Charles W. Patrick

The Board of Directors recommends you vote FOR items 2 and 3.	**For**	**Against**	**Abstain**
2. Ratification of Appointment of KPMG LLP for fiscal year 2012.	¨	¨	¨
3. Advisory (non-binding) resolution to approve executive compensation.	¨	¨	¨

Mark Here for Address Change or Comments ¨

SEE REVERSE

NOTE: Please sign as name appears hereon, Joint owners should each sign.

When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

Signature [PLEASE SIGN WITHIN BOX]Date   Signature (Joint Owners)   Date

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OraSure Technologies, Inc.

2012 Annual Meeting of Stockholders

Tuesday, May 15, 2012

Important notice regarding the Internet availability of proxy materials for the

Annual Meeting of Stockholders.

The Notice and Proxy Statement and 2011 Annual Report to Stockholders

are available at www.proxyvote.com.

q **FOLD AND DETACH HERE** q

M44374-P24159

PROXY

2012 Annual Meeting of Stockholders

PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Jack E. Jerrett and Mark L. Kuna, and each of them, proxies with full power of substitution, to vote all of the shares which the undersigned is entitled to vote at the 2012 Annual Meeting of Stockholders of OraSure Technologies, Inc. (the Company), to be held at the ArtsQuest Center at SteelStacks, 101 Founders Way, Bethlehem, Pennsylvania 18015 on Tuesday, May 15, 2012, at 10:00 a.m. (local time), and at any adjournment(s) or postponement(s) thereof, with all the powers undersigned would possess if personally present, with respect to the matters listed on the reverse side.

The shares represented by this Proxy, if properly executed, will be voted as specified on the reverse side or, if no specification is made, will be voted (i) FOR the election of the nominees listed on the reverse side as directors, (ii) FOR the ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2012, and (iii) FOR the advisory resolution to approve executive compensation of the Company s named executive officers. If any other business properly comes before the meeting, the proxies named above will have discretionary authority to vote thereon in accordance with their best judgement.

PLEASE MARK, DATE, SIGN AND RETURN THE PROXY CARD PROMPTLY.

Address Changes/Comments

(Mark the corresponding box on the reverse side)

(Continued and to be marked, dated and signed, on the other side)