

PARNELL JACK C
Form 4
October 04, 2010

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 *
PARNELL JACK C

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)
09/29/2010

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

(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	09/29/2010		M		2,250 A \$ 6.753	35,300	D
Common Stock	09/29/2010		S		2,250 D \$ 34.3889	33,050	D
Common Stock	09/29/2010		M		2,750 A \$ 9.087	35,800	D
Common Stock	09/29/2010		S		2,750 D \$ 34.3889	33,050	D
Common Stock	09/30/2010		M		1,750 A \$ 9.087	34,800	D
	09/30/2010		S		1,750 D	33,050	D

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Common Stock					\$			
					34.0179			
Common Stock	09/30/2010		M	485	A	\$ 8.18	33,535	D
Common Stock	09/30/2010		S	485	D	\$	33,050	D
					34.0179			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to buy)	\$ 6.753	09/29/2010		M	2,250	<u>(1)</u> 10/10/2013	Common Stock	2,250	
Common Stock Options (Right to buy)	\$ 9.087	09/29/2010		M	2,750	<u>(2)</u> 12/21/2014	Common Stock	2,750	
Common Stock Options (Right to buy)	\$ 9.087	09/30/2010		M	1,750	<u>(2)</u> 12/21/2014	Common Stock	1,750	
Common Stock Options (Right to buy)	\$ 8.18	09/30/2010		M	485	<u>(3)</u> 10/31/2015	Common Stock	485	

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARNELL JACK C			X	

Signatures

Richard R. Current (Attorney-in-fact)	10/04/2010
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**Signature of Reporting Person	Date
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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 options were granted as NQ options on 10/10/03 and became exercisable 33% yearly thereafter.
- (2) The options were granted as NQ options on 12/21/04 and became exercisable 33% yearly thereafter
- (3) The options were granted as NQ options on 10/31/05 and became exercisable 33% 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.