REED THOMAS H

Form 4

October 12, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| REED THOMAS H | | Symbol NEOGEN CORP [NEOG] | | | | I | Issuer (Cl. 1, 11, 11, 11) | | | | |
|--------------------------------------|---------------------------------------|---------------------------|---------------------------------------------------------------------------------------------------------|---------------------------------------|-------------------------|------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/07/2010 (Check X_ DirectorOfficer (give to below) | | | | c all applicable) itle 10% Owner Other (specify below) | | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | A - - | 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) | (Zip) | Tab | le I - Non- | Derivative | e Secu | rities Acqui | red, Disposed of, | or Beneficiall | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Day (Month/Day/Year | | n Date, if | 3. Transacti Code (Instr. 8) | omr Dispo (Instr. 3, | sed of 4 and (A) or | | 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 | 10/07/2010 | | | M | 215 | A | \$ 8.18 | 1,903 | D | | |
| Common Stock | 10/07/2010 | | | S | 215 | D | \$ 34.044 | 1,688 | D | | |
| Common Stock | 10/08/2010 | | | M | 599 | A | \$ 8.18 | 2,287 | D | | |
| Common Stock | 10/08/2010 | | | S | 599 | D | \$ 34.0677 | 1,688 | D | | |
| Common Stock | 10/11/2010 | | | M | 1,967 | A | \$ 8.18 | 3,655 | D | | |
| | 10/11/2010 | | | S | 1,967 | D | | 1,688 | D | | |

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| Common Stock | | | | | \$ 34.0037 | | |
|-----------------|------------|---|-------|---|---------------|-------|---|
| Common Stock | 10/11/2010 | M | 4,500 | A | \$ 9.02 | 6,188 | D |
| Common Stock | 10/11/2010 | S | 4,500 | D | \$ 34.0037 | 1,088 | D |
| Common Stock | 10/11/2010 | M | 2,000 | A | | | D |
| Common Stock | 10/11/2010 | S | 2,000 | D | \$ 34.0037 | 1,688 | D |
| Common Stock | 10/11/2010 | M | 1,000 | A | \$ 16.533 | | D |
| Common Stock | 10/11/2010 | S | 1,000 | D | \$ 34.0037 | 1,688 | D |

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

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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) | 5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration D (Month/Day/ | ate | 7. Title and Lunderlying S (Instr. 3 and | Securitie |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------|--------------------|------------------------------------------|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Shares |
| Common Stock Option (Right to buy) | \$ 8.18 | 10/07/2010 | | M | 215 | (1) | 10/31/2015 | Common Stock | 215 |
| Common Stock Options (Right to buy) | \$ 8.18 | 10/08/2010 | | M | 599 | <u>(1)</u> | 10/31/2015 | Common Stock | 599 |
| Common Stock Option (Right to buy) | \$ 8.18 | 10/11/2010 | | M | 1,967 | <u>(1)</u> | 10/31/2015 | Common Stock | 1,96 |

(9-02)

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| Common Stock Option (Right-to-buy) | \$ 9.02 | 10/11/2010 | M | 4,500 | (2) | 11/03/2006 | Common Stock | 4,50 |
|------------------------------------------|-----------|------------|---|-------|------------|------------|-----------------|------|
| Common Stock Option (Right to buy) | \$ 16.713 | 10/11/2010 | M | 2,000 | (3) | 10/11/2017 | Common Stock | 2,00 |
| Common Stock Option (Right to buy) | \$ 16.533 | 10/11/2010 | M | 1,000 | <u>(4)</u> | 10/10/2018 | Common Stock | 1,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|---------|------|--|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Othe | | | | |
| REED THOMAS H | | | | | | | | |
| | X | | | | | | | |

Signatures

Richard R. Current (Attorney-in-fact) 10/12/2010

**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 options were granted 10/31/05 as Non-Qualified stock options and became exercisable 33% yearly thereafter.
- (2) The options were granted 11/3/06 as Non-Qualified stock options and became exercisable 33% yearly thereafter
- (3) The options were granted 10/11/07 as Non-Qualified stock options and became exercisable 33% yearly thereafter
- (4) The options were granted 10/10/08 as Non-Qualified stock options 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.

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