

PARNELL JACK C
Form 4
May 13, 2013

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)
05/09/2013

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/09/2013		M		1,000 A \$ 16.713	11,073	D
Common Stock	05/09/2013		M		2,000 A \$ 16.533	13,073	D
Common Stock	05/09/2013		M		3,000 A \$ 20.333	16,073	D
Common Stock	05/09/2013		M		1,333 A \$ 33.63	17,406	D
Common Stock	05/09/2013		M		1,000 A \$ 34.13	18,406	D
	05/09/2013		S		3,619 D \$ 52.5	14,787	D

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Common
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. 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)	8. Amount or Number of Shares
Common Stock (Right to Buy)	\$ 16.713	05/09/2013		M	1,000	<u>(1)</u> 10/11/2017	Common Stock	1,000
Common Stock (Right to Buy)	\$ 16.533	05/09/2013		M	2,000	<u>(2)</u> 10/10/2018	Common Stock	2,000
Common Stock (Right to Buy)	\$ 20.333	05/09/2013		M	3,000	<u>(3)</u> 10/09/2019	Common Stock	3,000
Common Stock (Right to Buy)	\$ 33.63	05/09/2013		M	1,333	<u>(4)</u> 10/07/2020	Common Stock	1,333
Common Stock (Right to Buy)	\$ 34.13	05/09/2013		M	1,000	<u>(5)</u> 10/06/2021	Common Stock	1,000

Reporting Owners

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

Signatures

Steven J. Quinlan (Attorney in Fact) 05/13/2013

_____*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) Options were granted 10-11-2007 and vested 33% annually over a three year period
- (2) Options were granted on 10-10-2008 and vested 33% annually over a three year period
- (3) Options were granted on 10-09-2009 and vested 33% annually over a three year period
- (4) Options were granted 10-06-2010 and vested 33% annually over a three year period
- (5) Options were granted on 10-6-2011 and vested 33% annually over a three year period

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.