

QUEST DIAGNOSTICS INC
Form 4
February 17, 2011

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 *
HAGEMANN ROBERT

2. Issuer Name and Ticker or Trading Symbol
**QUEST DIAGNOSTICS INC
[DGX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & Chief Financial Officer

**C/O QUEST DIAGNOSTICS
INCORPORATED, 3 GIRALDA
FARMS**

(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

MADISON, NJ 07940

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/15/2011		A	28,050 ⁽³⁾	\$ 0	138,356	D
Common Stock	02/15/2011		D	13,002 ⁽⁴⁾	\$ 56.82	125,354	D
Common Stock ⁽²⁾	02/15/2011		A	18,898	\$ 0	144,252 ⁽⁵⁾	D
Common Stock						1,758 ⁽⁶⁾	I SDCP

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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
Stock Options (Right to Buy)	\$ 56.82	02/15/2011		A	58,584	<u>(1)</u> 02/15/2021	Common Stock	58,584

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAGEMANN ROBERT
C/O QUEST DIAGNOSTICS INCORPORATED
3 GIRALDA FARMS
MADISON, NJ 07940

SVP & Chief Financial Officer

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Robert Hagemann

02/17/2011

__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 option vests in three equal annual installments beginning on the first annual anniversary of the grant date.
- (2) Represents an award of restricted share units granted on February 15, 2011.
- (3) Stock issued by Quest Diagnostics Incorporated in settlement of a performance share award dated March 4, 2008, approved in accordance with the requirements of Rule 16b-3(d).
- (4) Disposition of common stock to the issuer solely to cover tax withholding obligations arising from the settlement of said performance share award.

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- (5) The amount includes exempt purchases made under the Company's stock purchase plan.
These underlying shares were acquired on a periodic basis by the trustee of the Company's tax qualified Profit Sharing (401(k)) and/or Supplemental Deferred Compensation Plan. The information was obtained from the plan administrator as of a current date.
- (6) The number of shares is based on the account balance of the Company stock fund under each Plan (which includes some money market instruments) divided by the market price of the Company stock as of that date.

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.