**NEOGEN CORP** Form 4 October 14, 2008

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction 1(b).

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 * MOZOLA MARK A |   |               | 2. Issuer Name and Ticker or Trading Symbol NEOGEN CORP [NEOG] |  |                                       |  |  | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |
|---|---|---------------|--|--|---------------------------------------|--|--|--|--|---|--|
| (Last)  | (First)   | (Middle)      | 3. Date of Earliest Transaction (Month/Day/Year) 10/10/2008    |  |                                       |  | (Check all applicable)  Director 10% Owner _X_ Officer (give title Other (specify below)  Vice President |  |  |   |  |
|   | (Street)  |               |  | endment, Dat<br>nth/Day/Year)          |                                       | Original  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)  | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |               |  |  |                                       |  |  |  |  |   |  |
| 1.Title of<br>Security<br>(Instr. 3)                    | 2. Transaction D<br>(Month/Day/Yea  | ar) Execution | med<br>on Date, if<br>Day/Year)                                | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securi<br>n(A) or Di<br>(Instr. 3, | ispose   | d of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock   | 10/10/2008  |               |  | M/K                                    | 843                                   | A  | \$ 24.8  | 4,079  | D  |   |  |
| Common<br>Stock   | 10/10/2008  |               |  | M                                      | 1,200                                 | A  | \$<br>10.13  | 5,279  | D  |   |  |
| Common<br>Stock   | 10/10/2008  |               |  | S                                      | 1,200                                 | D  | \$<br>23.67  | 4,079  | D  |   |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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#### number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number proof 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.<br>De<br>Se<br>(Ir |
|---|---|--------------------------------------|---|--|--|--|--------------------|---|--|-----------------------|
|   |   |                                      |   | Code V                                 | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                       |
| Common<br>Stock<br>Options                          | \$ 10.13  | 10/10/2008                           |   | P/K                                    | 1,425  | <u>(1)</u>   | 10/10/2008         | Common<br>Stock   | 1,425                                  | \$                    |
| Common<br>Stock<br>Options                          | \$ 10.13  | 10/10/2008                           |   | X                                      | 1,200  | <u>(1)</u>   | 10/10/2008         | Common<br>Stock   | 1,200                                  | \$                    |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • 0                            | Director      | 10% Owner | Officer | Other |  |  |  |
| MOZOLA MARK A                  |               |           |         |       |  |  |  |

Vice President

# **Signatures**

Richard R. 10/14/2008 Current POA

\*\*Signature of Reporting

Person

## **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 was granted 10/10/03 and became exerciseable 20% yearly thereafter.

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.

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