**NEOGEN CORP** Form 4 February 16, 2016

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * HERBERT JAMES L		Symbol	2. Issuer Name and Ticker or Trading Symbol NEOGEN CORP [NEOG]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (N	Middle) 3. Date o	f Earliest Tr	ansaction			(Chec	к ан аррисавіс	,	
		(Month/I	Day/Year)				_X_ Director	10%	Owner	
NEOGEN ( PLACE	CORP, 620 LESH	ER 02/12/2	02/12/2016				_X_ Officer (give title Other (specify below) Chairman & CEO			
	(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
LANSING	, MI 48912	Filed(Mo	nth/Day/Year	)			Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Perfore than One Re		
(City)	(State)	(Zip) Tab	le I - Non-D	erivative (	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature o	
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
					(A)		Reported Transaction(s)	(Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	02/12/2016		G	15,218	D	\$	882,564	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 number.

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

47.71

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Numb	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
.r. g	Director	10% Owner	Officer	Other				
HERBERT JAMES L NEOGEN CORP 620 LESHER PLACE LANSING, MI 48912	X		Chairman & CEO					

### **Signatures**

Steven J Quinlan (Attorney in Fact)

\*\*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) Shares were gifted as follows: 4,218 shares to the Farmhouse Foundation,10,000 shares to the Sparrow Foundation, and 1,000 shares to the Capital Region Community Foundation

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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