

NEOGEN CORP
Form 4
May 23, 2016

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 *
CROWDER RICHARD T

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)
05/19/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
common Stock	05/19/2016		M		11,250 A \$ 13.5555	12,750	D
Common Stock	05/19/2016		M		3,000 A \$ 22.42	20,250	D
Common Stock	05/19/2016		M		4,500 A \$ 22.7533	24,750	D
common Stock	05/19/2016		M		4,500 A \$ 28.6666	24,750	D
Common Stock	05/19/2016		M		3,000 A \$ 41.6533	27,750	D
	05/19/2016		M		1,000 A \$ 41.26	28,750	D

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Common
Stock

common Stock 05/19/2016 S 27,250 D \$ 48.0477 1,500 D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
common Stock (Right to Buy)	\$ 13.5555	05/19/2016		M	11,250	10/09/2012 10/09/2019	Common Stock	11,250	
Common Stock (Right to Buy)	\$ 22.42	05/19/2016		M	3,000	10/07/2013 10/07/2020	Common Stock	3,000	
Common Stock (Right to Buy)	\$ 22.7533	05/19/2016		M	4,500	10/06/2014 10/06/2024	Common stock	4,500	
Common Stock (Right to Buy)	\$ 28.6666	05/19/2016		M	4,500	10/05/2015 10/04/2022	Common Stock	4,500	
Common Stock (Right to Buy)	\$ 41.6533	05/19/2016		M	3,000	10/03/2015 10/03/2023	Common Stock	3,000	
Common Stock	\$ 41.26	05/19/2016		M	1,000	10/02/2015 10/02/2024	Common Stock	1,000	

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROWDER RICHARD T	X			

Signatures

Steven J Quinlan (Attorney in Fact)	05/23/2016
**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).

Remarks:

Dr. Crowder resigned as a Director of the Company, effective April 30, 2016. The options granted above had ten year lives, a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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