

HERBERT JAMES L

Form 4

November 23, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HERBERT JAMES L

(Last) (First) (Middle)

NEOGEN CORP, 620 LESHER
PLACE

(Street)

LANSING, MI 48912

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEOGEN CORP [NEOG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Executive Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	11/20/2018		M		6,092	A	\$ 35.34	742,576	D
Common Stock	11/20/2018		S		6,092	D	\$ 61.6989	736,484	D
Common Stock	11/21/2018		M		15,948	A	\$ 35.34	752,412	D
Common Stock	11/21/2018		S		15,928	D	\$ 61.0081	736,484	D
Common Stock	11/23/2018		M		2,748	A	\$ 35.34	739,232	D

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Common Stock	11/23/2018	S	2,748	D	\$ 60.5144	736,484	D	
Common Stock	11/20/2018	S	15,663	D	\$ 61.0331	397,372	I	See footnote (2)
Common Stock	11/21/2018	S	4,337	D	\$ 61.0344	393,035	I	See Footnote (2)

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 35.34	11/20/2018		M	6,092	(1) 11/08/2020	Common Stock	6,092
Common Stock (right to Buy)	\$ 35.34	11/21/2018		M	15,928	(1) 11/21/2018	Common Stock	15,928
Common Stock (Right to Buy)	\$ 35.34	11/23/2018		M	2,748	(1) 11/08/2020	Common Stock	2,748

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HERBERT JAMES L
NEOGEN CORP
620 LESHER PLACE
LANSING, MI 48912

X

Executive Chairman

Signatures

Steven J Quinlan (attorney in
Fact)

11/23/2018

__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 10/8/2015, have five year lives, and vest in equal annual 20% installments on each of the first five anniversary dates of the grant
144,280 shares are held in trust for Mr. Herbert's spouse, 88,783 are held in a charitable remainder trust in which Mr. Herbert and his
(2) spouse are the beneficiaries and trustees, and the remainder are held in limited liability companies in which Mr. Herbert and his spouse have limited minority ownership

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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