

QUEST DIAGNOSTICS INC
Form SC 13D/A
September 18, 2008

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 7)***

QUEST DIAGNOSTICS INCORPORATED

(Name of Issuer)

Common Stock, \$.01 Par Value

(Title of Class of Securities)

74834L 10 0

(CUSIP Number)

Victoria A Whyte, GlaxoSmithKline

980 Great West Road

Brentford, Middlesex TW8 9GS

Telephone +44 208 047 4509

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

September 15, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

This Amendment No. 7 amends and supplements the Statement of Schedule 13D electronically filed with the Securities and Exchange Commission (the Commission) on August 25, 1999 (the Initial Statement), and subsequent amendments filed electronically with the Commission on May 14, 2001, May 22, 2002, June 29, 2004, December 15, 2004, June 14, 2006 and February 16, 2007.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

The undersigned hereby further amends and supplements Items 2 and 5 of the Initial Statement to include the following information (capitalized terms used herein without definition shall have the meaning as set forth in the Initial Statement).

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NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

GlaxoSmithKline plc
23-1099050

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

England and Wales

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

36,504,308

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	0
WITH	10	SHARED DISPOSITIVE POWER	36,504,308

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,504,308

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Item 1. Security and Issuer

Item 2. Identity and Background

- (a)
- (b)
- (c) Set forth in Schedule I to this Amendment (Schedule I) are the name, business address and present principal occupation or employment of each executive officer and director of the Company.
- (d) During the last five years, there have been no criminal proceedings against the Company or, to the best knowledge of the Company, any of the other persons with respect to whom information is given in response to this Item 2.
- (e) During the last five years, neither the Company nor, to the best knowledge of the Company, any of the other persons with respect to whom information is given in response to this Item 2 has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.
- (f) The citizenship of each executive officer and director of the Company is set forth in Schedule I.

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

(a)	Registered Name	No. of Shares	Percent
	SmithKline Beecham Corporation	36,504,308	18.7%
(b)			
(c)			
(d)			
(e)			

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

SKB and Lehman Brothers Finance S.A. (Lehman) entered into an ISDA Master Agreement (including the Schedule and Credit Support Annex thereto), dated as of May 21, 2002 as amended, (collectively, the ISDA Master Agreement). On May 21, 2002, SKB and Lehman entered into five transactions (each, a 2002 Transaction) governed by the ISDA Master Agreement, each of which initially

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related to 1,000,000 shares of Common Stock of the Issuer (the Shares). On June 7, 2006, each 2002 Transaction was extended and at the time of extension, each 2002 Transaction related to 2,000,000 Shares as a result of a stock split on June 20, 2005. On February 15, 2007, SKB and Lehman entered into five transactions (each, a 2007 Transaction and, together with the 2002 Transactions, the Transactions) governed by the ISDA Master Agreement, each of which related to 2,000,000 Shares.

On September 15, 2008, Lehman Brothers Holdings Inc., Lehman's guarantor under the ISDA Master Agreement, filed a bankruptcy petition under chapter 11 of title 11, United States Code. Upon the bankruptcy filing by Lehman Brothers Holdings Inc., the Transactions automatically terminated in accordance with the terms thereof.

Item 7. Material to be Filed as Exhibits

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 18, 2008

GLAXOSMITHKLINE PLC

By: /s/ Victoria A Whyte

Victoria A Whyte
Deputy Secretary

SCHEDULE I

<u>Name</u>	<u>Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Board of Directors			
Andrew Witty	980 Great West Road Brentford Middlesex, England TW8 9GS	Chief Executive Officer	British
Julian Heslop	980 Great West Road Brentford Middlesex, England TW8 9GS	Chief Financial Officer	British
Dr. Moncef Slaoui	709 Swedeland Road King of Prussia, PA 19046	Executive Director Chairman Research and Development	Belgian
Sir Christopher Gent	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Dr. Stephanie Burns	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	USA
Lawrence Culp	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	USA
Sir Crispin Davis	980 Great West Road Brentford	Company Director	British

Middlesex, England
TW8 9GS

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<u>Name</u>	<u>Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Sir Deryck Maughan	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Dr. Daniel Podolsky	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	USA
Sir Ian Prosser	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Dr. Ronaldo Schmitz	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Tom de Swaan	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	Dutch
Sir Robert Wilson	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Professor Sir Roy Anderson	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Corporate Executive Team			
Andrew Witty	980 Great West Road Brentford Middlesex, England TW8 9GS	Chief Executive Officer	British
Julian Heslop	980 Great West Road Brentford Middlesex, England	Chief Financial Officer	British

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TW8 9GS

Daniel Troy	One Franklin Plaza Philadelphia, PA 19102	Senior Vice President & General Counsel	USA
John Clarke	One Franklin Plaza Philadelphia, PA 19102	President Consumer Healthcare	New Zealand
Marc Dunoyer	GSK Building 6-15, Sendagaya 4 chome, Shibuya-ku, Tokyo 151-8566	President Asia Pacific/ Japan	French

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<u>Name</u>	<u>Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Abbas Hussain	980 Great West Road Brentford Middlesex, England TW8 9GS	President Emerging Markets	British
Duncan Learmouth	980 Great West Road Brentford Middlesex, England TW8 9GS	Senior Vice President Corporate Communications and Community Partnerships	British
William C. Louv	One Franklin Plaza Philadelphia, PA 19102	Chief Information Officer	USA
Daniel J. Phelan	One Franklin Plaza Philadelphia, PA 19102	Chief of Staff	USA
Claire Thomas	980 Great West Road Brentford Middlesex, England TW8 9GS	Senior Vice President Human Resources	British
David Pulman	Five Moore Drive PO Box 13398 Research Triangle Park North Carolina 27709	President Global Manufacturing & Supply	British
Dr. Moncef Slaoui	709 Swedeland Road King of Prussia, PA 19046	Executive Director Chairman Research and Development	Belgian
David Redfern	980 Great West Road Brentford Middlesex, England TW8 9GS	Chief Strategy Officer	British
Jean Stéphane	Rue de l Institut 89 B-1330 Rixensart Belgium	President and General Manager, Biologicals	Belgian
Edward Gray	980 Great West Road Brentford Middlesex, England TW8 9GS	President Pharmaceuticals Europe	British

Simon Bicknell

980 Great West Road
Brentford
Middlesex, England
TW8 9GS

Senior Vice President, Company
Secretary & Compliance Officer

British

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