

IDEXX LABORATORIES INC /DE
 Form 4
 February 16, 2017

FORM 4

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

OMB APPROVAL

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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 *
 AYERS JONATHAN W

2. Issuer Name and Ticker or Trading Symbol
 IDEXX LABORATORIES INC /DE
 [IDXX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE IDEXX DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

WESTBROOK, ME 04092

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/14/2017 | | M | | 2,400 | A | \$ 0 |
| Common Stock | 02/14/2017 | | M | | 2,160 | A | \$ 0 |
| Common Stock | 02/14/2017 | | M | | 1,774 | A | \$ 0 |
| Common Stock | 02/14/2017 | | F | | 3,159 | D | \$ 141.6 (1) |
| Common Stock | | | | | | | 98,000 |
| | | | | | | I | by Ayers Family |

Trust

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Non-Qualified Stock Option (right-to-buy) | \$ 141.6 | 02/14/2017 | | A | | 110,211 | (2) | 02/13/2027 | Common Stock |
| Incentive Stock Option (right-to-buy) | \$ 141.6 | 02/14/2017 | | A | | 706 | (2) | 02/13/2027 | Common Stock |
| Restricted Stock Unit | (3) | 02/14/2017 | | M | | 2,400 | (3) | (3) | Common Stock |
| Restricted Stock Unit | (4) | 02/14/2017 | | M | | 2,160 | (4) | (4) | Common Stock |
| Restricted Stock Unit | (5) | 02/14/2017 | | M | | 1,774 | (5) | (5) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| AYERS JONATHAN W ONE IDEXX DRIVE WESTBROOK, ME 04092 | X | | Chairman, President & CEO | |

Signatures

/s/ Lily J. Lu, Attorney-in-Fact for Jonathan W. Ayers

02/16/2017

**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) Closing price of Issuer's common stock on the NASDAQ market on February 14, 2017.
- (2) Grant of option to buy shares of Issuer common stock that becomes exercisable in five annual installments beginning February 14, 2018.

Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer common stock. The RSUs vested in five equal annual installments, beginning February 14, 2013. The number of RSUs have been adjusted to reflect the 2-for-1 stock split of Issuer common stock that occurred on June 15, 2015 (the "Stock Split").

(4) Each RSU represents a contingent right to receive one share of Issuer common stock. This RSU grant vests in five equal annual installments, beginning February 14, 2014 and has been adjusted to reflect the Stock Split.

(5) Each RSU represents a contingent right to receive one share of Issuer common stock. This RSU grant vests in five equal annual installments, beginning February 14, 2015 and has been adjusted to reflect the Stock Split.

(6) Not applicable.

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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