

NEOGEN CORP
Form 4
April 04, 2008

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 *
BRADLEY EDWARD

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2008

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)
Vice President

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 or Price | | |
| Common Stock | 04/02/2008 | | M | | 14,241 A \$ 6.53 | 94,407 | D |
| Common Stock | 04/02/2008 | | M | | 4,974 A \$ 10.13 | 99,381 | D |
| Common Stock | 04/02/2008 | | M | | 3,550 A \$ 13.63 | 102,931 | D |
| Common Stock | 04/02/2008 | | M | | 1,440 A \$ 12.27 | 104,371 | D |
| Common Stock | 04/02/2008 | | M | | 1,440 A \$ 12.27 | 105,811 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 04/02/2008 | M | 3,101 | A | \$ 13.53 | 108,912 | D |
| Common Stock | 04/02/2008 | S | 14,241 | D | \$ 25 | 94,371 | D |
| Common Stock | 04/02/2008 | S | 4,974 | D | \$ 25 | 89,697 | D |
| Common Stock | 04/02/2008 | S | 3,550 | D | \$ 25 | 86,147 | D |
| Common Stock | 04/02/2008 | S | 1,440 | D | \$ 25 | 84,707 | D |
| Common Stock | 04/02/2008 | S | 1,440 | D | \$ 25 | 83,267 | D |
| Common Stock | 04/02/2008 | S | 3,101 | D | \$ 25 | 80,186 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | Amount or Number of Shares |
| Common Stock Option | \$ 6.53 | 04/02/2008 | | X | 14,241 | 09/11/2003 ⁽¹⁾ | 09/11/2012 | Common Stock | 14,241 |
| Common Stock Option | \$ 10.13 | 04/02/2008 | | X | 4,974 | 10/10/2004 ⁽²⁾ | 10/10/2008 | Common Stock | 4,974 |
| Common Stock Options | \$ 13.63 | 04/02/2008 | | X | 3,550 | 12/21/2005 ⁽³⁾ | 12/21/2009 | Common Stock | 3,550 |
| Common Stock | \$ 12.27 | 04/02/2008 | | X | 1,440 | 10/31/2006 ⁽⁴⁾ | 10/31/2015 | Common Stock | 1,440 |

| | | | | | | | | | |
|-----------------|----------|------------|---|-------|---------------------------|------------|-----------------|-------|--|
| Option | | | | | | | | | |
| Common Stock | \$ 12.27 | 04/02/2008 | X | 1,440 | 10/31/2006 ⁽⁵⁾ | 10/31/2010 | Common Stock | 1,440 | |
| Option | | | | | | | | | |
| Common Stock | \$ 13.53 | 04/02/2008 | X | 3,101 | 11/03/2007 ⁽⁶⁾ | 11/03/2011 | Common Stock | 3,101 | |
| Option | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRADLEY EDWARD | | | Vice President | |

Signatures

Richard R.
Current POA

04/04/2008

**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) The options were granted 9/11/02 as non qualified options and became exercisable 33% yearly thereafter
 - (2) The options were granted 10/10/03 as ISO options and became exercisable 20% yearly thereafter
 - (3) The options were granted 12/21/04 as ISO options and became exercisable 20% yearly thereafter
 - (4) The options were granted 10/31/05 as non qualified options and became exercisable 33% yearly thereafter
 - (5) The options were granted 10/31/05 as ISO options and became exercisable 20% yearly thereafter
 - (6) The options were granted 11/3/06 as non qualified options and became exercisable 33% yearly thereafter

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.