

IDEXX LABORATORIES INC /DE
 Form 4
 February 17, 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 *
 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)
 02/14/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and 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	02/14/2016		M		2,400 A \$ 0	964,124 ⁽¹⁾	D
Common Stock	02/14/2016		M		2,400 A \$ 0	966,524	D
Common Stock	02/14/2016		M		2,160 A \$ 0	968,684	D
Common Stock	02/14/2016		M		1,774 A \$ 0	970,458	D
Common Stock	02/14/2016		F		2,833 D \$ 67.85	967,625	D
					<u>(2)</u>		

Common Stock	98,000	I	By Ayers Family Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right-to-buy)	\$ 67.85	02/14/2016		A		197,954		<u>(3)</u>	02/13/2026	Common Stock
Incentive Stock Option (right-to-buy)	\$ 67.85	02/14/2016		A		1,476		<u>(3)</u>	02/13/2026	Common Stock
Restricted Stock Unit	<u>(4)</u>	02/14/2016		M		2,400		<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Unit	<u>(5)</u>	02/14/2016		M		2,400		<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Unit	<u>(6)</u>	02/14/2016		M		2,160		<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Unit	<u>(7)</u>	02/14/2016		M		1,774		<u>(7)</u>	<u>(7)</u>	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 and CEO	

Signatures

/s/ Jacqueline L. Studer, Attorney-in-Fact for Jonathan W.
Ayers

02/17/2016

__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).
- (1) Includes 84 shares acquired under the IDEXX Laboratories, Inc. Employee Stock Purchase Plan on December 31, 2015.
- (2) Closing price of Issuer's common stock on the NASDAQ market on February 12, 2016.
- (3) Grant of option to buy shares of Issuer common stock that becomes exercisable in five annual installments beginning February 14, 2017.
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, 2012. 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, 2013 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, 2014 and has been adjusted to reflect the Stock Split.
- (6) 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.
- (7) Not applicable.
- (8) 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. 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.