

REED THOMAS H  
Form 4  
October 12, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
REED THOMAS H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/07/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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	10/07/2010		M		215	A	\$ 8.18
Common Stock	10/07/2010		S		215	D	\$ 34.044
Common Stock	10/08/2010		M		599	A	\$ 8.18
Common Stock	10/08/2010		S		599	D	\$ 34.0677
Common Stock	10/11/2010		M		1,967	A	\$ 8.18
Common Stock	10/11/2010		S		1,967	D	

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Common Stock						\$ 34.0037		
Common Stock	10/11/2010		M	4,500	A	\$ 9.02	6,188	D
Common Stock	10/11/2010		S	4,500	D	\$ 34.0037	1,088	D
Common Stock	10/11/2010		M	2,000	A	\$ 16.713	3,688	D
Common Stock	10/11/2010		S	2,000	D	\$ 34.0037	1,688	D
Common Stock	10/11/2010		M	1,000	A	\$ 16.533	2,688	D
Common Stock	10/11/2010		S	1,000	D	\$ 34.0037	1,688	D

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

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SEC 1474  
(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	
Common Stock Option (Right to buy)	\$ 8.18	10/07/2010		M	215	<u>(1)</u> 10/31/2015	Common Stock	215	
Common Stock Options (Right to buy)	\$ 8.18	10/08/2010		M	599	<u>(1)</u> 10/31/2015	Common Stock	599	
Common Stock Option (Right to buy)	\$ 8.18	10/11/2010		M	1,967	<u>(1)</u> 10/31/2015	Common Stock	1,967	

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Common Stock Option (Right-to-buy)	\$ 9.02	10/11/2010	M	4,500	(2)	11/03/2006	Common Stock	4,500
Common Stock Option (Right to buy)	\$ 16.713	10/11/2010	M	2,000	(3)	10/11/2017	Common Stock	2,000
Common Stock Option (Right to buy)	\$ 16.533	10/11/2010	M	1,000	(4)	10/10/2018	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED THOMAS H		X		

## Signatures

Richard R. Current  
 (Attorney-in-fact) 10/12/2010

\*\*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 10/31/05 as Non-Qualified stock options and became exercisable 33% yearly thereafter.
- (2) The options were granted 11/3/06 as Non-Qualified stock options and became exercisable 33% yearly thereafter
- (3) The options were granted 10/11/07 as Non-Qualified stock options and became exercisable 33% yearly thereafter
- (4) The options were granted 10/10/08 as Non-Qualified stock 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.