

HERBERT JAMES L  
Form 4  
October 12, 2010

**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 \*  
HERBERT JAMES L

(Last) (First) (Middle)  
NEOGEN CORP, 620 LESHER PLACE  
(Street)

LANSING, MI 48912

(City) (State) (Zip)

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

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

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)  
Chairman & CEO

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	(D)	Price		
Common Stock	10/07/2010		M		578	A	\$ 6.753	813,975	D
Common Stock	10/07/2010		S		578	D	\$ 34.041	813,397	D
Common Stock	10/08/2010		M		1,704	A	\$ 6.753	815,101	D
Common Stock	10/08/2010		S		1,704	D	\$ 34.0686	813,397	D
Common Stock	10/11/2010		M		11,247	A	\$ 6.753	824,644	D

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Common Stock	10/11/2010		S	11,247	D	\$ 34.0055	813,397	D	
Common Stock							194,320	I	See Note#1 <sup>(1)</sup>

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options (Right to buy)	\$ 6.753	10/07/2010		M	578	<u>(2)</u> 10/10/2013	Common Stock	578	
Common Stock Options (Right to buy)	\$ 6.753	10/08/2010		M	1,704	<u>(2)</u> 10/10/2013	Common Stock	1,704	
Common Stock Option (Right to buy)	\$ 6.753	10/11/2010		M	11,247	<u>(2)</u> 10/10/2013	Common Stock	11,247	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERBERT JAMES L NEOGEN CORP	X		Chairman & CEO	

620 LESHER PLACE  
LANSING, MI 48912

## 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) Shares held in trust for Mr. Herbert's wife, Judith Herbert
- (2) The options were granted on 10/10/03 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.  
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