KODILLA KENNETH V

Form 4 July 29, 2009

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or Form 5

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

obligations

may continue.

See Instruction

			2. Issuer Name and Ticker or Trading Symbol NEOGEN CORP [NEOG]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2009					Director 10% Owner Selow) Other (specify below) Vice President			
MI	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
IVII								Person			
(City)	(State)	(Zip)	Table	e I - Non-E	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		n Date, if	3. Transactio Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	07/27/2009			Code V M	Amount 407	(D)	Price \$ 13.63	(Instr. 3 and 4) 1,076	D		
Common Stock	07/27/2009			M	407	D	\$ 29.5	669	D		
Common Stock	07/27/2009			M	2,808	A	\$ 13.53	3,477	D		
Common Stock	07/27/2009			M	2,808	D	\$ 29.5	669	D		
Common Stock	07/27/2009			M	6,300	A	\$ 12.27	6,969	D		

OMB APPROVAL

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Common Stock	07/27/2009	F	2,660	D	\$ 29.06	4,309	D	
Common Stock	07/28/2009	M	230	A	\$ 13.53	4,539	D	
Common Stock	07/28/2009	M	230	D	\$ 29.5	4,309	D	
Common Stock	07/28/2009	M	1,162	A	\$ 13.53	5,471	D	
Common Stock	07/28/2009	M	1,162	D	\$ 29.25	4,309	D	
Common Stock						2,407	I	By 401-K

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day,	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Common Stock Option (right to buy)	\$ 13.63	07/27/2009		M	407	<u>(1)</u>	12/21/2010	Common Stock	407
Employee Common Stock Option (right to buy)	\$ 12.27	07/27/2009		M	6,300	(2)	10/31/2010	Common Stock	6,300

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Employee Common Stock Option (right to buy)	\$ 13.53	07/27/2009	M	2,808	(3)	11/03/2011	Common Stock	2,808
Employee Common Stock Options	\$ 13.53	07/28/2009	M	1,392	(3)	11/03/2011	Common Stock	1,392

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KODILLA KENNETH V

Vice President

MI

Signatures

Richard R. Current (Attorney-in-Fact) 07/29/2009

**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 12/21/04 and became exercisable 20% yearly beginning 12/21/05
- (2) The options were granted 10/31/05 and became exercisable 20% yearly begining 10/31/06.
- (3) The options were granted 11/3/06 and became exercisable 20% yearly beginning 11/3/07

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.

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