

AYERS JONATHAN W

Form 4

February 18, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

WESTBROOK, ME 04092

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

Chairman, President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/14/2009		M		1,000	A	\$ 0
					111,463		D
Common Stock	02/14/2009		M		1,200	A	\$ 0
					112,663		D
Common Stock	02/14/2009		M		1,200	A	\$ 0
					113,863		D
Common Stock	02/14/2009		F		1,068	D	\$ 34.37
					112,795		D

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

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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 An Underlying Se (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A n d U n d e r l y i n g S e c u r i t y (I n s t r. 3 a n d 4)
Incentive Stock Option (right to buy)	\$ 34.37	02/14/2009		A		2,911		<u>(1)</u>	02/13/2016	Common Stock	
Non-Qualified Incentive Stock Option (right to buy)	\$ 34.37	02/14/2009		A		77,089		<u>(1)</u>	02/13/2016	Common Stock	
Restricted Stock Unit	<u>(2)</u>	02/14/2009		M			1,000	<u>(2)</u>	<u>(2)</u>	Common Stock	
Restricted Stock Unit	<u>(3)</u>	02/14/2009		M			1,200	<u>(3)</u>	<u>(3)</u>	Common Stock	
Restricted Stock Unit	<u>(4)</u>	02/14/2009		M			1,200	<u>(4)</u>	<u>(4)</u>	Common Stock	
Restricted Stock Unit	<u>(5)</u>	02/14/2009		A		8,000		<u>(5)</u>	<u>(5)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AYERS JONATHAN W ONE IDEXX DRIVE WESTBROOK, ME 04092			Chairman, President & CEO	

Signatures

John B. Rogers, Attorney-in-Fact for Jonathan W. Ayers

02/18/2009

__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) Grant of option to buy shares of Common stock exercisable in five annual increments, beginning on February 14, 2010.
- (2) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments beginning on February 14, 2007.
- (3) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments beginning on February 14, 2008.
- (4) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments beginning on February 14, 2009.
- (5) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments beginning on February 14, 2010.

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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