GUYER GORDON E

Form 4

December 23, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

GUYER GORDON E		Symbol	Symbol NEOGEN CORP [NEOG]				Issuer			
(Last)	(First) (Mid		f Earliest Tr Oay/Year)	_	,		(Check all applicable) _X_ Director 10% Owner Officer (give title below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(Street)		endment, Da nth/Day/Year	_	.1					
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Common Stock	12/21/2009		M	4,500	A		24,335	D		
Common Stock	12/21/2009		M	4,500	A	\$ 8.18	28,835	D		
Common Stock	12/21/2009		M	3,000	A	\$ 9.02	31,835	D		
Common Stock	12/21/2009		S	4,500	D	\$ 23.51	27,335	D		
Common Stock	12/21/2009		S	4,500	D	\$ 23.51	22,835	D		
	12/21/2009		S	3,000	D		19,835	D		

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Common \$
Stock 23.51

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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Common Stock Option (Right-to-buy)	\$ 9.09	12/21/2009		M	4,500	<u>(1)</u>	12/21/2014	Common Stock	4,50
Common Stock Option (Right-to-buy)	\$ 8.18	12/21/2009		M	4,500	(2)	10/31/2015	Common Stock	4,50
Common Stock Options (Right-to-buy)	\$ 9.02	12/21/2009		M	3,000	(3)	11/30/2016	Common Stock	3,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
GUYER GORDON E	Y						

Signatures

Richard R. Current
(Attorney-in-fact)

**Signature of Reporting Person Date

Reporting Owners 2

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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 33% yearly thereafter
- (2) The options were granted 10/31/05 and became exercisable 33% yearly thereafter
- (3) The options were granted 11/30/06 and became exercisable 33% yearly thereafter

Remarks:

Dr. Guyer did not stand for re-election to the Neogen Corporation Board of Directors in October and this will be his final filing. 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.