NEOGEN CORP Form 4 July 24, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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

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

See Instruction 1(b).

(Print or Type Responses)

may continue.

| 1. Name and Addi HERBERT JA | • | ng Person * | 2. Issuer Name and Ticker or Trading Symbol NEOGEN CORP [NEOG] | 5. Relationship of Reporting Person(s) to Issuer | | |
|----------------------------------|----------|-------------|--|--|--|--|
| (Last) (First) (Middle) | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| NEOGEN CORP, 620 LESHER PLACE | | SHER | (Month/Day/Year) 07/22/2015 | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman & CEO | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| LANSING, MI 48912 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative | e Secu | rities Acqui | red, Disposed of, | or Beneficial | y Owned |
|--------------------------------------|---|---|--|---------------------------------------|------------------------------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi corr Dispo (Instr. 3, | sed of 4 and (A) or | ` ′ | 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) |
| Common Stock | 07/22/2015 | | S | 5,000 | D | \$ 59.8506 | 338,205 | I | See footnote (1) |
| Common Stock | 07/22/2015 | | S | 5,000 | D | \$ 58.7299 | 333,205 | I | See Footnote |

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 | 2. | 3. Transaction Date | | 4. T | 5. | 6. Date Exerc | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | ., | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Evaluation | | or | | |
| | | | | | | | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Relationships

Reporting Owners

| Reporting Owner Name / Address | itelationismps | | | | | |
|--------------------------------|----------------|-----------|----------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| HERBERT JAMES L NEOGEN CORP | | | | | | |
| 620 LESHER PLACE | X | | Chairman & CEO | | | |
| LANSING, MI 48912 | | | | | | |

Signatures

Steven J. Quinlan (Attorney in 07/24/2015 Fact)

**Signature of Reporting Person

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) These shares were sold from a trust which Mr. Herbert's spouse is the beneficiary
- (2) Shares were sold under the terms of a 10b5-1 plan previously filed by the Registrant.

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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