

NEOGEN CORP
Form 4
February 09, 2007

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 *
HELLER LEONARD E

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2007

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)

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 | | | | 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 | Price | | | |
| Common Stock | 02/07/2007 | | M | | 2,263 | A \$ 9.52 | 38,970 | D | |
| Common Stock | 02/07/2007 | | M | | 2,500 | A \$ 15.2 | 41,470 | D | |
| Common Stock | 02/07/2007 | | M | | 667 | A \$ 20.45 | 42,137 | D | |
| Common Stock | 02/07/2007 | | M | | 667 | A \$ 18.41 | 42,804 | D | |
| Common Stock | 02/07/2007 | | S | | 2,263 | D \$ 23 | 40,541 | D | |
| Common Stock | 02/07/2007 | | S | | 2,500 | D \$ 23 | 38,041 | D | |

Common
Stock

Common Stock 02/07/2007 S 667 D \$ 23 37,334 D

Common Stock 02/07/2007 S 667 D \$ 23 36,707 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Common Stock Option | \$ 9.52 | 02/07/2007 | | X | 2,263 | <u>(1)</u> 10/09/2012 | Common Stock | 2,263 |
| Common Stock Options | \$ 15.2 | 02/07/2007 | | X | 2,500 | <u>(1)</u> 10/10/2013 | Common Stock Options | 2,500 |
| Common Stock Options | \$ 20.45 | 02/07/2007 | | X | 667 | <u>(1)</u> 10/31/2014 | Common Stock | 667 |
| Common Stock Options | \$ 18.41 | 02/07/2007 | | X | 667 | <u>(1)</u> 10/31/2015 | Common Stock | 667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

HELLER LEONARD E

X

Signatures

Richard R.
Current POA

02/09/2007

 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 option vested 33% yearly following the grant (dates of grant were 10/7/02; 10/10/03; 12/21/04; 10/31/05)

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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