

QUEST DIAGNOSTICS INC
Form DEF 14A
April 10, 2013

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
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Check the appropriate box:

- [] Preliminary Proxy Statement
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Quest Diagnostics Incorporated

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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3) Filing Party:

4) Date Filed:

**Notice of 2013 Annual Meeting of Stockholders
Quest Diagnostics Incorporated
Three Giralda Farms
Madison, New Jersey
May 21, 2013, 10:30 a.m. local time**

April 11, 2013

Dear Fellow Stockholder:

It is my pleasure to invite you to attend Quest Diagnostics 2013 Annual Meeting of Stockholders. At the meeting, stockholders will vote on:

the election of
three directors;

ratification of
the
appointment of
our
independent
registered
public
accounting
firm for 2013;

amending
Quest
Diagnostics
Certificate of
Incorporation
to institute the
annual election
of all directors;

amending
Quest
Diagnostics
Certificate of
Incorporation
to eliminate
the Series A
Junior
Participating
Preferred
Stock;

an advisory
resolution to
approve

executive
compensation;

stockholder
proposals set
forth at pages
59 through 62
of the
accompanying
proxy
statement, if
properly
presented at
the meeting;
and

such other
business as
may properly
come before
the meeting or
any
adjournment or
postponement
thereof.

Attendance at the meeting is limited to stockholders of record at the close of business on March 22, 2013, or their duly appointed proxy holder.

We enclose our proxy statement, our Annual Report and a proxy card. *Your vote is very important.* Whether or not you plan to attend the meeting, I urge you to submit your proxy. Most stockholders may submit a proxy via mail, telephone or the Internet. Instructions on how to submit your proxy are included with your proxy card and these proxy materials. Please submit your proxy promptly.

Thank you for your continued support of Quest Diagnostics.

Sincerely,

Daniel C. Stanzione, Ph.D.
Chairman of the Board

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2013 PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Stockholders

Time and Date	10:30 a.m., May 21, 2013
Place	Quest Diagnostics Incorporated Three Giralda Farms Madison, NJ 07940
Record date	March 22, 2013
Voting	Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.

Meeting Agenda and Voting Matters

	Our Board's Recommendation	For More Detail, See Page
1. Election of three directors	FOR EACH DIRECTOR NOMINEE	1
2. Ratification of the appointment of our independent registered public accounting firm for 2013	FOR	52
3. Amending the Certificate of Incorporation to Institute the Annual Election of All Directors	FOR	55
4. Amending the Certificate of Incorporation to Eliminate the Series A Junior Participating Preferred Stock	FOR	57
5. Advisory resolution to approve executive compensation	FOR	58
6. Stockholder Proposal Regarding Simple Majority Vote	VOTE	59
7. Stockholder Proposal Regarding Vesting of Equity Awards	AGAINST	60
8. Such other business as may properly come before the meeting or any adjournment or postponement thereof		

Management Proposals

Ratify the Appointment of Independent Registered Accounting Firm for 2013. We are asking our stockholders to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2013.

Amending the Certificate of Incorporation to Institute the Annual Election of All Directors. We are asking our stockholders to approve an amendment to our Certificate of Incorporation to institute the annual

election of all directors. The amendment would eliminate the classification of the Board beginning in 2014 and concluding in 2016.

Amending the Certificate of Incorporation to Eliminate the Series A Junior Participating Preferred Stock. We are asking our stockholders to approve an amendment to our Certificate of Incorporation to eliminate the Company's Series A Junior Participating Preferred Stock. This preferred stock was authorized in 1996 in connection with a stockholders rights plan; the rights plan has expired and the preferred stock was never issued and no longer serves a purpose. Eliminating this preferred stock would have the effect of returning the shares constituting such series (1,300,000 shares) to the general pool of preferred stock available to be issued under our Certificate of Incorporation.

Advisory Resolution to Approve Executive Compensation. We are asking our stockholders to approve, on an advisory basis, our named executive officer compensation. The Board recommends a FOR vote because, among other reasons, our executive compensation program aligns the interests of our executive officers with the interest of our stockholders and is designed to pay for performance.

Board Nominees

The following table provides summary information about our directors. The first three are the Board's nominees for election at the annual meeting; the rest remain in office. In 2012, each of our incumbent directors attended at least 75% of the meetings of the Board and the Board committees on which he or she serves.

AFC	Audit and Finance Committee	FE	Financial Expert
C	Chair	GC	Governance Committee
CC	Compensation Committee	M	Member
EX	Executive Committee	QSC	Quality, Safety & Compliance Committee

Name	Age	Director Since	Occupation	Experience/ Qualification	Independent	Committee Memberships					Other
						AFC	CC	GC	QSC	EX	
John C. Baldwin, M.D.	64	2004	Senior Advisor for Health Affairs at Texas Tech University; Professor	Executive Healthcare Strategic Planning Government	Y	M			M		
Gary M. Pfeiffer	63	2004	Retired Senior Vice President and Chief Financial Officer,	Accounting Executive Finance International	Y	C,FE	M	M		M	

			E.I. du Pont de Nemours and Company	Strategic Planning					
Stephen H. Rusckowski	55	2012	President and Chief Executive Officer, Quest Diagnostics	Executive International Healthcare Strategic Planning	N			M	
William F. Buehler	73	1998	Retired Vice Chairman, Xerox Corporation	Executive Sales Marketing Strategic Planning	Y		C	M	
Timothy M. Ring	55	2011	Chairman and Chief Executive Officer, C. R. Bard, Inc.	Executive International Strategic Planning Healthcare	Y		M	M	
Daniel C. Stanzione, Ph.D., Chairman	67	1997	President Emeritus, Bell Laboratories	Executive General Management Strategic Planning	Y	M		C	C

Name	Age	Director Since	Occupation	Experience/ Qualification	Independent	AFC	Committee Memberships			EX
							CC	GC	QSC	
Jenne K. Britell, Ph.D.	70	2005	Senior Managing Director, Brock Capital Group	Finance Executive Advisory Capital Markets International Strategic Planning	Y	FE	M			
Gail R. Wilensky, Ph.D.	69	1997	Senior Fellow, Project Hope	Private Enterprise Healthcare Government Strategic Planning	Y			M	C	
John B. Ziegler	67	2000	Former President, Worldwide Consumer Healthcare, GlaxoSmithKline	Sales Marketing International Strategic Planning	Y		M		M	

Executive Compensation Highlights

Type	Form	Terms
Equity	Performance shares	40% of total equity award Performance metrics: average return on invested capital, 50%; revenue growth, 50% 3-year performance period
	Stock options	40% of total equity award Vest ratably over three years from the grant date
	Restricted stock units	20% of total equity award

		Vest 25% on each of the first and second anniversaries of the grant date and 50% on the third anniversary of the grant date
Cash	Salary	Reviewed and approved annually
	Annual incentive compensation	Based on quantitative and qualitative goals with formula amount subject to negative discretion
Retirement	401(k) Plan	Company matching contributions
	Supplemental Deferred Compensation Plan	Company matching contributions

The chart above describes the compensation of our current executive officers. The objective of our executive compensation program is to attract and retain talented executives who have the skills and experience required to help us achieve our strategic objectives and advance the long-term interests of our stockholders. The compensation opportunity for our named executive officers is directly tied to corporate performance, including both financial and non-financial results, and individual performance.

The Board of Directors is firmly committed to pay for performance and in 2012 took numerous steps to strengthen its executive officer compensation program and to enhance the alignment of pay and performance. See Compensation Discussion and Analysis beginning on page 17.

The Board rebalanced the mix of awards in our equity program to increase the portion allocated to performance shares and stock options and decrease the percentage allocated to restricted stock units. The total equity award now consists of 40% stock options, 40% performance shares and 20% restricted stock units.

The performance

metrics for
performance
share
awards,
which are
earned over a
three-year
performance
period, are
based 50%
on average
return on
invested
capital and
50% on
revenue

growth. The Board believes, based on a study conducted by an independent consultant, that these metrics are highly correlated with long-term stockholder value creation.

In 2012, the Board reduced the value of the equity awards of our named executive officers (other than Mr. Rusckowski) for the second consecutive year. The Board believed that the reduction was appropriate based on its annual review of competitive pay practices and in light of the Company's executive compensation philosophy.

The Board named a highly qualified new President and Chief Executive Officer, Mr. Rusckowski, whose compensation is lower than the compensation of the prior President and

Chief Executive Officer and whose employment agreement is responsive to stockholder concerns. In addition, no portion of Mr. Rusckowski's 2013 compensation is guaranteed. Other than Mr. Rusckowski's base salary, all of his 2013 compensation is performance based. His 2013 annual cash incentive and performance share awards are payable only upon achievement of objective performance metrics.

The Board eliminated tax gross-ups from our Executive Officer Severance Plan.

The Board adopted an incentive compensation recoupment (or clawback) policy.

The Board enhanced the share ownership guidelines for

our executives that it originally adopted in 2005.

No executive has a supplemental executive retirement plan.

In 2013, the Board reduced the value of the equity awards of our named executive officers (other than Mr. Rusckowski) for the third consecutive year, and, absent a change in responsibilities, no named executive officer is receiving an increase in base salary for 2013.

These items are discussed in Compensation Discussion and Analysis beginning on page 17, including in Executive Summary beginning on page 17. The 2012 compensation of our named executive officers is set forth in the tables, including the 2012 Summary Compensation Table, beginning at page 37.

2012 Business Performance Highlights

In 2012, we generated record cash from operations and expanded operating margins.

We launched a new vision for our Company, and introduced a

five-point
business strategy,
grounded in
today's realities,
to help achieve
our visions and
our goals.

We are
simplifying and
restructuring the
organization,
including
reducing
management
layers, so that we
can better focus
on our customers
and speed
decision-making.
We launched a
new organization
structure,
including for our
Diagnostic
Information
Services
business, which is
managed
functionally and
reports directly to
Mr. Rusckowski.
We also
identified our
new senior
management
team, including
several
newly-hired key
executives.

We increased the
expected savings
from our cost
excellence
program,
Invigorate, to
\$600 million in
run rate savings
as the Company
exits 2014. We

delivered annual realized savings under the program in 2012 of \$160 million, with a run rate exiting the year of approximately \$200 million both in excess of our goals.

We reduced outstanding debt by over \$650 million. As part of our strategy to deliver disciplined capital deployment, we repurchased \$200 million of our common stock. At our first-ever Investor Day in November 2012, we reaffirmed our commitment to return a majority of our free cash flow to our stockholders and announced a 76% increase in our quarterly common stock dividend, from \$0.17 per share to \$0.30 per share, effective in January 2013. This brings to three fold the increase in the dividend since 2011.

These items are discussed in Compensation Discussion and Analysis Executive Summary 2012 Strategic Repositioning and Performance beginning on page 18.

2014 Annual Meeting

Stockholder proposals submitted pursuant to SEC Rule 14a-8 must be received by the Company by December 12, 2013.

Notice of stockholder proposals outside of SEC Rule 14a-8, including nominations for the Board of Directors, must be received by the Company no earlier than January 21, 2014 and no later than February 20, 2014.

PROXY STATEMENT

QUEST DIAGNOSTICS INCORPORATED

**Three Giralda Farms
Madison, New Jersey 07940**

This proxy statement and form of proxy and voting instructions are furnished in connection with the solicitation of proxies by Quest Diagnostics Incorporated (Quest Diagnostics, the Company, we or our) on behalf of the Board of Directors (the Board) for the 2013 Annual Meeting of Stockholders. These materials are being mailed starting on or about April 11, 2013.

Proposal No. 1 Election of Directors

The Board currently has nine directors divided into three classes. Members of each class serve for a three-year term. Stockholders elect one class of directors at each annual meeting. Each director holds office until his or her successor has been elected and qualified or the director's earlier resignation, death or removal. The biographies of each of the nominees and continuing directors below contain information regarding the person's service as a director of the Company, business experience, other director positions and the experience, qualifications, attributes and skills that led the Board to conclude as of the date of this proxy statement that the person should serve as a director of the Company.

Nominees for Election

Based on the recommendation of the Governance Committee, the Board nominated three individuals to serve as directors for a term expiring at the 2016 annual meeting. Each nominee currently is a director of the Company whose term expires at the 2013 annual meeting. The Board believes that each nominee possesses the qualities and experience that nominees should possess in accordance with the Company's Corporate Governance Guidelines, which set forth the Board's philosophy regarding Board composition and identify key qualifications and other considerations (the relevant portion of the Company's Corporate Governance Guidelines is set forth below in the section entitled Information About Our Corporate Governance Board Nomination Process beginning on page 7.). Each nominee has consented to serve if elected.

Directors with Terms Expiring at the 2013 Annual Meeting

John C. Baldwin, M.D., 64, is Senior Advisor for Health Affairs to the Texas Tech University System and a tenured professor. He oversees health research, education, and accreditation issues for the university. From 2007 to 2009, he served as President of Texas Tech University Health Sciences Center. From 2005 to 2007, he was President and Chief Executive Officer of CBR Institute for Biomedical Research. From 1998 to 2005, Dr. Baldwin was the Associate Provost for Health Affairs at Dartmouth College and Professor of Surgery at Dartmouth Medical School. From 1994 to 1998, Dr. Baldwin was the head of the surgical programs at Baylor College of Medicine and its affiliated hospitals. Dr. Baldwin was also the Governor of the American College of Surgeons from 1991 through 1997 and the President of the International Society of Cardiothoracic Surgeons in 1999. Dr. Baldwin has served as the Vice-Chair of the Board of Overseers of Harvard University. Dr. Baldwin served as a director of Massey Energy Company from 2004 until 2006. He has served since 2012 as a member of the Defense Health Board, an advisory board in the Department of Defense. Dr. Baldwin also has served as a member of the Medicare Payment Advisory Commission. He has been a director of Quest Diagnostics since May 2004. Dr. Baldwin has extensive executive experience, including in strategic planning, with major organizations, and extensive experience with healthcare issues and the operation of the U.S. healthcare system, including as a

practicing physician.

Gary M. Pfeiffer, 63, retired in 2006 as the Senior Vice President and Chief Financial Officer of E.I. du Pont de Nemours and Company. He joined DuPont in 1974, where he held positions of increasing responsibility in finance and international operations, as well as in various DuPont divisions. Mr. Pfeiffer served as Secretary of Finance for the state of Delaware from January through June 2009. Mr. Pfeiffer is a director of InterNAP Network Services Corporation, and served as a director of Talbots, Inc. from 2005 to 2012. He is the non-executive Chair of the Board of Directors of Christiana Care Health System, a regional hospital system located in Delaware, and serves on the advisory board of Greentech Capital Advisors, LLC. Mr. Pfeiffer has been a director of Quest Diagnostics since December 2004. He has extensive executive experience, including in corporate finance, accounting, international operations, and strategic planning, with a multinational corporation operating in complex industries.

Stephen H. Rusckowski, 55, is President and Chief Executive Officer of Quest Diagnostics. Prior to joining the Company in May 2012, since November 2006 Mr. Rusckowski was the Chief Executive Officer of Philips Healthcare, the largest unit of Royal Philips Electronics, and a member of the Board of Management of Royal Philips Electronics and its Executive Committee. He joined Philips when it acquired Agilent's Healthcare Solutions Group in 2001, and was the CEO of Philips Imaging Systems business group before assuming his role as CEO of Philips Healthcare. Mr. Rusckowski has been a director of Quest Diagnostics since May 2012, when he became our President and Chief Executive Officer. Mr. Rusckowski has extensive executive experience, including in strategic planning and international operations, with multinational corporations operating in the healthcare industry. Mr. Rusckowski's employment agreement with the Company provides for him to be nominated for election to the Board.

Directors Continuing in Office

Directors with Terms Expiring at the 2014 Annual Meeting

William F. Buehler, 73, retired in 2001 as Vice Chairman of Xerox Corporation, which he joined in 1991. At Xerox, Mr. Buehler was responsible for five business groups: Production Systems, Office Document Products, Document Services, Channels and Supplies. He also oversaw Corporate Strategic Services, Business Development and Systems Software and Architecture. Prior to joining Xerox, Mr. Buehler spent 27 years with AT&T, primarily in sales, marketing and general management positions. Mr. Buehler served as a director of A.O. Smith Corporation from 1998 until 2011. Mr. Buehler has been a director of Quest Diagnostics since July 1998. He has extensive executive experience, including in sales, marketing and strategic planning, with multinational corporations operating in complex industries.

Timothy M. Ring, 55, has been Chairman and Chief Executive Officer of C. R. Bard, Inc. since 2003. He is a director of C. R. Bard, Inc. and was director of CIT Group Inc. from 2005 to 2009. Mr. Ring is a Trustee of the Foundation of The University of Medicine & Dentistry of New Jersey. Mr. Ring has been a director of Quest Diagnostics since December 2011. Mr. Ring has extensive executive experience, including in strategic planning and international operations, with a multinational corporation operating in the healthcare industry.

Daniel C. Stanzione, Ph.D., 67, retired from Lucent Technologies Incorporated in 2000 and is President Emeritus of Bell Laboratories and an independent consultant. Dr. Stanzione began his career in 1972 with Bell Laboratories, where he led the teams working on the first microprocessors and digital signal processors. He was appointed President of Network Systems, Lucent's largest business unit, in 1996 and was appointed Chief Operating Officer of Lucent in 1997. Dr. Stanzione is a director of InterNAP Network Services Corporation, where he serves as non-executive chairman. Dr. Stanzione served as a director of Avaya Inc. from 2000 until 2007. He has been a director of Quest Diagnostics since January 1997, and its Chairman since May 1, 2012. Dr. Stanzione has extensive executive experience, including in general management and strategic planning, with multinational corporations operating in complex industries.

Directors with Terms Expiring at the 2015 Annual Meeting

Jenne K. Britell, Ph.D., 70, joined Brock Capital Group LLC in March 2010 as a Senior Managing Director, advising companies and investors regarding strategy, acquisitions and asset deployment, including in connection with financial services. From 2001 to 2009, she was the Chairman and Chief Executive Officer of Structured Ventures, Inc., which advised domestic and foreign companies on financial services products and strategy. From 1996 to 2000, she was a senior officer of GE Capital, serving as President of GE Capital Global Commercial & Mortgage Banking and Executive Vice President of GE Capital Global Consumer Finance from 1999 to 2000 and serving as President and Chief Executive Officer of GE Capital Central and Eastern Europe from 1998 to mid-1999. Dr. Britell is the non-executive chair of United Rentals, Inc. and a director of Crown Holdings, Inc. She is a member of the Council on Foreign Relations, a trustee of the Fox Chase Cancer Center and a director of the U.S. Russia Foundation for Entrepreneurship and the Rule of Law and the U.S. Russia Investment Fund. Dr. Britell served as a director of West Pharmaceuticals Corporation from 2005 until 2008. She has been a director of Quest Diagnostics since August 2005. She has extensive executive and advisory experience, including in corporate finance, capital markets, international business and strategic planning, with multinational corporations operating in complex, regulated industries.

Gail R. Wilensky, Ph.D., 69, is a Senior Fellow at Project HOPE, an international non-profit health foundation, which she joined in 1993. From 2008 through 2009, Dr. Wilensky served as President of the Defense Health Board, an advisory board in the Department of Defense. From 1997 to 2001, she was the chair of the Medicare Payment Advisory Commission. From 1995 to 1997, she chaired the Physician Payment Review Commission. In 1992 and 1993, Dr. Wilensky served as a deputy assistant to the President of the United States for policy development relating to health and welfare issues. From 1990 to 1992, she was the administrator of the Health Care Financing Administration where she directed the Medicare and Medicaid programs. Dr. Wilensky is a director of UnitedHealthcare Corporation. She served as a director of Manor Care Inc. from 1998 until 2007, Gentiva Health Services, Inc. from 2000 until 2009, Cephalon Inc. from 2002 to 2011 and SRA International, Inc. from 2006 to 2011. Dr. Wilensky also served as a Commissioner of the World Health Organization's Commission on the Social Determinants of Health and as the Non-Department Co-Chair of the Defense Department's Task Force on the Future of Military Health Care. She has been a director of Quest Diagnostics since January 1997. Dr. Wilensky has extensive experience, including in strategic planning, as a senior advisor to the U.S. government and private enterprises regarding healthcare issues and the operation of the U.S. healthcare system.

John B. Ziegler, 67, retired in January 2006 as the President, Worldwide Consumer Healthcare, of GlaxoSmithKline plc. He joined a predecessor company of GlaxoSmithKline in 1991, and held positions of increasing responsibility during his tenure. He has been a director of Quest Diagnostics since May 2000. He has extensive executive experience, including in sales, marketing, strategic planning and international operations, with multinational corporations operating in the healthcare industry.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR EACH NOMINEE. PROXIES SOLICITED BY THE BOARD WILL BE VOTED FOR EACH NOMINEE UNLESS OTHERWISE INSTRUCTED.

INFORMATION ABOUT OUR CORPORATE GOVERNANCE

Governance Practices

The Board believes that good corporate governance is important. The Board has adopted a set of Corporate Governance Guidelines to enhance its own effectiveness and to demonstrate its commitment to strong corporate governance for the Company. The Board reviews these Guidelines, no less frequently than annually, for possible revision, including in response to changing regulatory requirements, evolving practices and the concerns of our stockholders. The Company also has adopted a Code of Business Ethics applicable to all directors, officers and employees. The Corporate Governance Guidelines and Code of Business Ethics are published on our corporate governance website at www.QuestDiagnostics.com/governance.

Governance Highlights

The Company has strong corporate governance policies and practices and executive compensation policies and programs, and listens to the concerns of its stockholders. In 2012, our Board took several steps that reflected its strong stockholder focus.

The Board separated the positions of Chairman and Chief Executive Officer and appointed the Company's Lead Independent Director as our new non-executive Chairman, effective May 1, 2012.

At the Company's 2012 annual meeting of stockholders, a majority of the Company's stockholders approved a stockholder-sponsored resolution to declassify the Board. After consideration, and as discussed below at page 55, the Board is recommending to stockholders that they vote to amend the Company's Certificate of Incorporation to declassify the Board.

After considering stockholder input, in

November 2012 the Board announced a 76% increase in the Company's common stock dividend, effective in January 2013.

The Board adopted our Incentive Compensation Recoupment Policy (commonly known as a clawback policy). The recoupment policy covers all of our current and former executive officers, and any other employee who receives an equity award under our Employee Long-Term Incentive Plan. Under the policy, both equity and cash incentive awards are subject to recoupment and recovery by the Company. See Compensation Discussion and Analysis Compensation Actions Taken in 2012 on page 17 for more information regarding the policy.

In order to promote equity ownership and further align the interests of management with those of our stockholders, the Board amended and enhanced the senior management retention and ownership guidelines, originally adopted in 2005. See Compensation Discussion and Analysis Compensation

Actions Taken in 2012
on page 17 for more
information regarding
the enhanced share
ownership and
retention guidelines.

The Board also
eliminated tax gross
ups from our Executive
Officer Severance Plan.

In addition to our other highlighted corporate governance practices, our Board has adopted the following practices.

Our by-laws
provide for
majority voting in
uncontested
director elections.

Independent
directors meet
privately in
executive sessions
with the Chairman
presiding at all
regularly
scheduled
meetings.

The Board
assesses annually
its structure and
performance,
including
reviewing the
Board's activities
against those set
out in its
Corporate
Governance
Guidelines and
committee
charters and
making
recommendations
for changes or
improvements in
practices or
structure.

The Board reviews annually senior management succession planning and reviews Company policies for the development of management personnel.

Independent directors have unlimited access to officers and employees of the Company.

Directors are regularly updated by senior management, our independent registered public accounting firm and compensation consultants on changes in the Company's businesses, its markets and best practices in general. Directors also are offered the opportunity to attend director education programs offered by third parties.

Independent directors receive a significant portion of their annual compensation in equity to further align their interests with the interests of our stockholders.

The Board and each of its committees have access to independent legal, financial or other advisors as they deem necessary, without obtaining management approval, but no committee may engage the Company's independent registered public accounting firm to perform any services without the approval of the Audit and Finance Committee.

In considering committee assignments for directors, the

Governance
Committee
considers the
rotation of
committee
chairs and
members with
a view toward
balancing the
benefits
derived from
continuity
against the
benefits
derived from
the diversity
of experience
and
viewpoints of
the various
directors.

Committees
report on their
activities to
the Board at
each Board
meeting.

Materials
related to
agenda items
are provided
to directors
sufficiently in
advance of
meetings to
allow the
directors to
prepare for
discussion of
the items.

Director Independence

The Board of Directors assesses annually the independence of each director in accordance with the Company's Corporate Governance Guidelines and New York Stock Exchange listing standards. The independence guidelines in the Company's Corporate Governance Guidelines are consistent with the independence requirements in the New York Stock Exchange listing standards and include guidelines as to categories of relationships that are considered not material for purposes of director independence. Our Corporate Governance Guidelines are available on our corporate governance website at www.QuestDiagnostics.com/governance.

The Board has determined that a substantial majority (eight of nine) of our directors is independent. Each member, including the chair, of each of the Audit and Finance Committee, the Compensation Committee, the Governance Committee and the Quality, Safety & Compliance Committee qualifies as independent. The Board has determined the following directors to be independent: Dr. Baldwin, Dr. Britell, Mr. Buehler, Mr. Pfeiffer, Mr. Ring, Dr. Stanzione, Dr. Wilensky and Mr. Ziegler. Mr. Rusckowski is not independent because he is a Company officer. In making its determinations as to the independence of the directors, the Board reviewed relationships between the Company and the directors, including ordinary course commercial relationships in the last three years between the Company and an entity of which Mr. Ring is an executive officer that did not exceed a certain amount of that entity's gross revenues in any year.

Stockholder Access

Stockholders and any other person may communicate with the Board by sending an email to our Chairman at ChairmanoftheBoard@QuestDiagnostics.com or by writing to the full Board or any individual director or any group or committee of directors, c/o Corporate Secretary, Three Giralda Farms, Madison, New Jersey 07940. Communications received at the email address are automatically routed to our Chairman with a copy to our General Counsel and Corporate Secretary. The Chairman determines whether any such communication should be distributed to other members of the Board. Communications received by the Corporate Secretary addressed as set forth above, other than communications unrelated to the duties and responsibilities of the Board, are forwarded to the intended directors.

The Audit and Finance Committee established a procedure whereby complaints and concerns with respect to accounting, internal controls and auditing matters may be submitted to the Audit and Finance Committee. All communications received by a director relating to the Company's accounting, internal controls or auditing matters are immediately forwarded to the Chairman of the Audit and Finance Committee and are investigated and responded to in accordance with the procedures established by the Audit and Finance Committee. In addition, the Company has established a hotline (known as CHEQline) pursuant to which employees can anonymously report accounting, internal controls and financial irregularities (as well as compliance concerns on other laws).

Our policy is, where practical, to schedule the annual stockholders meeting on a day on which we also schedule a regular Board meeting. This year, we have scheduled a regular Board meeting on the date of the

annual meeting. We encourage our directors to attend each annual stockholders meeting and expect that all of our directors will attend the annual stockholders meeting this year. All of our directors then in office attended the 2012 annual stockholders meeting.

Board Nomination Process

The Governance Committee is responsible for reviewing with the Board, on an annual basis, the composition of the Board as a whole and whether the Company is being well served by the directors, taking into account each director's independence, skills, experience, availability for service to the Company and other factors the Governance Committee deems appropriate. The Governance Committee is responsible for recommending director nominees to the Board, including re-nomination of persons who are already directors. The Governance Committee does not set specific, minimum qualifications that nominees must meet in order for the Governance Committee to recommend them to the Board, but rather believes that each nominee should be evaluated based on his or her own merits, taking into account the Company's needs and the composition of the Board. Recommendations are made by the Governance Committee in accordance with the Company's Corporate Governance Guidelines, which set forth the Board's philosophy regarding Board composition and identify key qualifications and other considerations. The Governance Committee believes that the Board should be comprised of individuals whose backgrounds and experience complement those of other Board members, and also considers whether a prospective nominee promotes a diversity of talent, skill, expertise, background, perspective and experience, including with respect to age, gender, ethnicity, place of residence and specialized experience. The Governance Committee does not assign specific weights to particular criteria and nominees are not required to possess any particular attribute. The key qualifications and other considerations set forth in the Company's Corporate Governance Guidelines are set forth below.

Qualifications:

- < Reputation for highest ethical standards and integrity consistent with Quest Diagnostics values of Quality, Integrity, Innovation, Accountability, Collaboration and Leadership; and

- < Relevant experience such as:

- Chief Executive Officer or Chief Operating Officer (or similar

responsibilities)
current or past;

Demonstrated
expertise in
business
function(s) such
as sales,
operations,
finance,
strategy, legal or
human
resources; or

Medical
practitioner
and/or science
and health
thought leader.

Other
considerations:

- < Independence;
- < Prior
experience as a
director or
executive
officer of a
public
company;
- < Number of
current board
positions and
other time
commitments;
and
- < Overall range
of skills,
experience and
seniority
represented by
the Board as a
whole.

The Governance Committee considers suggestions from many sources, including stockholders, regarding possible candidates for director. Stockholders may recommend candidates for consideration as director by sending an email to our Chairman at ChairmanoftheBoard@QuestDiagnostics.com or writing to the full Board or any independent Board member, c/o Corporate Secretary, Three Giralda Farms, Madison, New Jersey 07940. The recommendation should

contain the proposed nominee's name, biographical information and relationship to the stockholder. The Governance Committee evaluates stockholder recommendations for director candidates in the same manner as other director candidate recommendations. Stockholders may also nominate director candidates. See Frequently Asked Questions beginning on page 62 for information regarding the process and deadline for stockholders to submit director nominations for the 2014 annual meeting.

When the Governance Committee identifies a need to add a new Board member, the Governance Committee identifies candidates by seeking input from Board members and considering recommendations for nominees submitted by other sources, including stockholders. The Governance Committee also from

time to time hires third-party search firms to assist in identifying and evaluating candidates for nomination. After the Governance Committee ranks the candidates, the Chairman of the Board, the President and Chief Executive Officer and other Board members interview the candidates selected by the Governance Committee. Members of senior management also may interview candidates. After the interview process, the Governance Committee re-assesses the candidates and then makes its recommendation for director candidates to the Board, which determines which candidates are nominated for election by the stockholders or elected by the Board.

Board Committees

During 2012, the Board held 13 meetings. In order to fulfill its responsibilities, the Board has delegated certain authority to its committees. There are five standing committees. Each of our incumbent directors attended at least 75% of the total number of meetings of the Board and the committees on which he or she served. Any director may attend meetings of any committee of which the director is not a member. The following table shows the membership of each of the committees during 2012 and the number of meetings held by each committee in 2012.

	Audit and Finance	Compensation	Governance	Quality, Safety & Compliance	Executive
John C. Baldwin, M.D.					
Jenne K. Britell, Ph.D.					
William F. Buehler					
Surya N. Mohapatra, Ph.D. (1)					
Gary M. Pfeiffer					
Timothy M. Ring					
Daniel C. Stanzione, Ph.D. (1)					
Stephen H. Rusckowski (1)					
Gail R. Wilensky, Ph.D.					
John B. Ziegler					
Number of meetings	13	7	4	5	0

(1) Dr. Mohapatra ceased to be a member of the Executive Committee when he ceased to be a director on April 30, 2012. On May 1, 2012, Dr. Stanzione, who had been a

member of
the
Executive
Committee,
became its
Chair, and
Mr.
Rusckowski
joined the
committee.

For each year, a schedule of Board meetings is established before the year begins. Committee meetings are generally scheduled for the day before, or the day of, meetings of the full Board, except that meetings of the Executive Committee are scheduled only when needed. The Board and each committee also hold such additional meetings as the Board or committee, respectively, determines necessary or appropriate.

A brief description of each of the Board committees and their functions is set forth below. Additional information about the committees can be found in their charters, which are available on our corporate governance website at www.QuestDiagnostics.com/governance.

Audit and Finance Committee

The Audit and Finance Committee:

Assists the Board in monitoring the quality and integrity of the financial statements and financial reporting procedures of the Company and the Company's compliance with legal and regulatory requirements.

Oversees management's accounting for the Company's financial results and reviews the timeliness and adequacy of the reporting of those results and related judgments.

Oversees the internal audit function and makes inquiry into the audits of the Company's books performed internally and by the outside independent registered public accounting firm.

Appoints the independent registered public accounting firm, monitors its qualifications,

independence and performance, approves its compensation and pre-approves the services it performs.

Reviews with the Company's independent registered public accounting firm, and informs the Board of, any significant accounting matters, including critical accounting policies and judgments.

Advises and makes recommendations with regard to certain financing transactions and other significant financial policies and actions.

Establishes procedures for the receipt, retention and treatment of complaints relating to accounting and internal accounting controls, and for the confidential, anonymous submission by employees of concerns regarding accounting or auditing matters.

Reviews and reports to the Board on the Company's management of its financial resources.

Reviews annually its performance.

The Board has determined that each of Dr. Britell and Mr. Pfeiffer qualifies as an audit committee financial expert as defined by the Securities and Exchange Commission. For descriptions of the experience of Dr. Britell and Mr. Pfeiffer, see Proposal No. 1 Election of Directors beginning on page 1.

Compensation Committee

The Compensation Committee:

Reports to the Board with respect to the performance of the Chief Executive Officer and reviews and approves the compensation of the Chief Executive Officer based on the directors' evaluation of the Chief Executive Officer and the Company's financial performance, competitive compensation data and other factors.

Oversees the performance of other executive officers and annually reviews and approves their annual base salary, annual

incentive
compensation and
long-term
incentive
compensation.

Annually reviews
the compensation
arrangements for
the Company's
executive officers
to assess whether
they encourage
risk taking that is
reasonably likely
to have a material
adverse effect on
the Company.

Annually reviews
and recommends
to the Board the
compensation of
the Company's
non-employee
directors.

Administers, or
makes
recommendations
to the Board
regarding, the
equity-based,
incentive
compensation and
retirement plans,
policies and
programs of the
Company. The
Committee may
delegate the
administration of
plans, policies and
programs as
appropriate,
including to
executive officers
of the Company
and to the
Company's
Human Resources

department.

Supports the Board in the senior management succession planning process.

Reviews and approves, for executive officers, employment agreements, severance benefits and other special benefits.

Reviews annually its performance.

For a discussion of the role of executive officers and compensation consultants in connection with determining or recommending executive compensation, see Compensation Discussion and Analysis beginning on page 17.

Governance Committee

The Governance Committee:

Identifies individuals qualified to become Board members, and reviews and recommends possible candidates for Board membership, taking into account such criteria as independence, diversity, age, skills, occupation and experience in the context of the needs of the Board.

Reviews the structure of the Board, its committee structure and overall size.

Monitors developments in corporate governance.

Reviews the Company's Corporate Governance Guidelines and recommends to the Board such changes to the Guidelines, if any, as the Committee may

determine.

Recommends assignments of directors to Board committees.

Reviews relationships and transactions of directors, executive officers and senior financial officers for possible conflicts of interest.

Monitors compliance with the Company's Code of Business Ethics.

Reviews and approves transactions or proposed transactions in which a related person is likely to have a direct or indirect material interest pursuant to the Company's Statement of Policy and Procedures for the Review and Approval of Related Person Transactions.

Oversees the Board and each Board

committee in their annual self-evaluation.

Reviews annually its performance.

Quality, Safety & Compliance Committee

The Quality, Safety & Compliance Committee:

Reviews the Company's policies, programs and performance relating to billing compliance, environmental health and safety, equal opportunity employment practices, fraud and abuse, and medical quality assurance.

Reviews the organization, responsibilities, plans, results, budget and staffing of the Company's Compliance Department, and reviews significant reports to management, or summaries thereof, regarding the Company's compliance policies, practices, procedures and

programs and
management's
responses
thereto.

Monitors
significant
external and
internal
investigations of
the Company's
business as they
relate to
possible
violations of
law by the
Company or its
directors,
officers,
employees or
agents.

Monitors
significant
regulatory,
legislative and
legal
developments
affecting the
Company's
business.

Monitors
material legal
and medical
quality matters
and compliance
with legal and
regulatory
requirements,
and reports to
the Audit and
Finance
Committee
regarding the
same.

Reviews
annually its
performance.

Executive Committee

The Executive Committee may act for the Board, except with respect to certain major corporate matters, such as mergers, election of directors, removal of directors or the Chief Executive Officer, amendment of the Company's charter or by-laws, declaration of dividends and matters delegated to other Board committees.

Board Leadership Structure and Role in Risk Oversight

In 2012, our Board elected a non-executive Chairman of the Board to lead it. For nearly ten years before that, our independent directors had selected a Lead Independent Director, and the Board retains the flexibility to revise our leadership structure if, in the exercise of its fiduciary duty, the Board determines that a different structure is appropriate. Currently, the Board believes that having a non-executive Chairman helps the administration and organization of the Board and facilitates the effective conduct of its duties,

including the activities of the independent directors. The principal responsibilities of the Chairman of the Board are to:

preside over meetings of the Board of Directors, including any executive session of the non-management directors or the independent directors;

prepare, with the participation of the President and Chief Executive Officer, the agendas for Board meetings;

serve as a Chair of the Board's Executive Committee;

coordinate providing timely feedback from the directors to the President and Chief Executive Officer;

serve as the principal contact for stockholder communications with the Board; and

monitor, and if appropriate discuss with other directors, communications received from stockholders and others.

The Board plays an active role in overseeing the Company's key risks and has considered its role in risk oversight in determining the current Board leadership structure. The Company's management is responsible for managing the risks, which it does through a committee of senior managers that leads the Company's enterprise risk management program. The Board has delegated to its Audit and Finance Committee primary responsibility for overseeing that program. The Audit and Finance Committee receives periodic updates regarding the program. In addition, the Board's Quality, Safety and Compliance Committee reviews the adequacy and effectiveness of policies and programs to ensure the Company's compliance with laws and regulations applicable to its business (other than securities and accounting laws and regulations, which the Audit and Finance Committee oversees), and regularly receives reports regarding these topics. In addition, the Compensation Committee annually reviews the compensation arrangements for the Company's executive officers to assess whether they encourage risk taking that is reasonably likely to have a material adverse effect on the Company. Each of these committees regularly updates the Board regarding its activities. In addition, each year the full Board of Directors reviews the enterprise risk management program.

Related Person Transactions

The Company has a written policy pursuant to which it evaluates proposed transactions involving a related person and the Company in which the amount involved exceeds \$120,000. A related person is any director or executive officer of the Company, any immediate family member of a director or executive officer, or any person who owns 5% or more of the Company's outstanding common stock. The office of the General Counsel is primarily responsible for the administration of the policy and for determining, based on the facts and circumstances, whether the Company or a related person has a direct or indirect material interest in the transaction. Certain transactions are defined not to be related person transactions under the policy.

The Governance Committee reviews any proposed transaction in which a related person has a direct or indirect material interest, except for any compensation arrangements involving an immediate family member of a director or an executive officer. In the event that the General Counsel becomes aware of a related person transaction not approved in advance, the General Counsel will arrange for the related person transaction to be reviewed and, if appropriate, ratified at the next regularly scheduled meeting of the Governance Committee. Any member of the Governance Committee who is a related person with respect to a transaction under review may not participate in any review, consideration or approval of the transaction.

In considering any related person transaction, the Governance Committee determines whether the transaction is fair to the Company. In considering a proposed transaction involving a director or the immediate family member of a director, the Governance Committee also assesses whether the proposed transaction could reasonably be expected to impact the independence of the director under the Company's Corporate Governance Guidelines, the New York Stock Exchange listing standards or other applicable rules.

Compensation arrangements involving an immediate family member of an executive officer are reviewed and approved by the Chief Executive Officer and the Senior Vice President, Chief Human Resources Officer, unless such person is an immediate family member of the Chief Executive Officer, in

which case the compensation arrangement is approved by the Compensation Committee. Compensation arrangements involving an immediate family member of a director are reviewed and approved by the Compensation Committee.

STOCK OWNERSHIP INFORMATION

We encourage our directors, officers and employees to own our common stock; owning our common stock aligns their interests with the interests of our stockholders. The Company maintains stock ownership and retention guidelines for its directors and executive officers. Under the guidelines for directors, each director's ability to sell shares associated with equity awards is limited until the director owns not less than 6,000 shares of our common stock. The guidelines for our executive officers are discussed in Compensation Discussion and Analysis Executive Summary Compensation Actions Taken During 2012 beginning on page 17.

The following tables show the number of shares of the Company's common stock beneficially owned by (1) each person who is known to the Company to own beneficially more than 5% of the Company's common stock, (2) each director of the Company and each nominee, (3) each named executive officer currently in office, (4) two former executive officers and (5) all directors, nominees and current executive officers of the Company as a group. Information in the table regarding the Company's directors and executive officers is provided as of March 6, 2013.

Name	Number of Shares Beneficially Owned	Percentage of Class
BlackRock, Inc. (1)	10,345,730	6.51
Aberdeen Asset Management plc (2)	10,158,810	6.39
T. Rowe Price Associates, Inc. (3)	10,007,620	6.20
The Vanguard Group (4)	9,264,074	5.82
Capital World Investors (5)	8,965,000	5.60

(1) The business address of BlackRock, Inc. is 405 East 52nd Street, New York, New York 10022. The ownership information is based on the information contained on a Schedule 13G/A filed by BlackRock with the SEC

on February
5, 2013.

- (2) The business address of Aberdeen Asset Management PLC (Aberdeen) is 10 Queens Terrace, Aberdeen, Scotland X0 AB10 1YG. The ownership information is based on the information contained in a Schedule 13G/A filed by Aberdeen with the SEC on January 25, 2013.
- (3) The business address of T. Rowe Price Associates, Inc. (Price Associates) is 100 E. Pratt Street, Baltimore, MD 21202. The ownership information is based on the information contained in a Schedule 13G/A filed by Price Associates with the SEC

on February
6, 2013.

- (4) The business address of The Vanguard Group (Vanguard) is P.O. Box 2600, V26, Valley Forge, PA 19482-2600. The ownership information is based on the information contained in the Schedule 13G filed by Vanguard with the SEC on February 13, 2013.

- (5) The business address of Capital World Investors (Capital) is 333 South Hope Street, 55th Floor, Los Angeles, California 90071. The ownership information is based on the information contained in the Schedule 13G/A filed by Capital with the SEC on February

13, 2013.

Name	Shares ⁽¹⁾	Shares Subject to Stock Options Exercisable within 60 days ⁽²⁾	Total ⁽³⁾	Shares Underlying Stock Units ⁽⁴⁾
Named Executive Officers Currently in Office				
Stephen H. Rusckowski	28,381	56,200	101,172	53,619
Robert A. Hagemann (5)	136,241	439,773	579,001	23,292
Jon R. Cohen	36,307	125,600	163,584	16,247
Catherine T. Doherty	57,158	214,529	273,825	16,320
Michael E. Prevoznik	35,961	275,867	313,287	12,136
Directors				
John C. Baldwin	6,000	18,037	24,593	3,292
Jenne K. Britell	8,937	36,037	45,530	4,959
William F. Buehler	20,402	56,037	76,995	3,292
Gary M. Pfeiffer	8,993	46,037	55,030	4,959
Timothy M. Ring	-	4,911	4,911	2,798
Daniel C. Stanzione	16,328	56,037	72,921	3,292
Gail R. Wilensky	10,104	66,037	76,697	3,292
John B. Ziegler	8,672	59,867	69,095	6,626
All directors and executive officers as a group (16 persons) (6)	376,526	464,969	1,876,835	196,999
Former Executive Officers				
Joan E. Miller	76,609	162,662	243,454	
Surya N. Mohapatra	262,084	575,689	837,773	

(1) Each person has sole voting power and sole dispositive power.

(2) Includes shares of common stock which are subject to options issued under the Employee Plan or the Long-Term Incentive Plan for

Non-Employee Directors, as applicable, that were exercisable as of, or would become exercisable within 60 days of, March 6, 2013.

- (3) Includes shares of common stock which are subject to restricted share unit awards issued under the Employee Plan or the Long-Term Incentive Plan for Non-Employee Directors, as applicable, and that would convert to common stock within 60 days of March 6, 2013. Each executive officer and director beneficially owned less than 1% of the shares of common stock outstanding. All current directors and current executive officers as a group beneficially own 1.19% of the common

stock
outstanding.

- (4) Shares of common stock corresponding to restricted share units reported in this column are not beneficially owned and are not included in the total column in this table.
- (5) Includes 34,000 shares of common stock beneficially owned indirectly by Mr. Hagemann as grantor/trustee of a qualified retained annuity trust.
- (6) Includes directors and current executive officers only.

2012 DIRECTORS COMPENSATION TABLE

The following table sets forth the 2012 compensation of our non-employee directors. Mr. Rusckowski and Dr. Mohapatra, our only employee directors during 2012, received no additional compensation for serving as directors.

Director	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽³⁾	Change in Pension Value and Non- Qualified Deferred Compensation Earnings (\$) ⁽⁴⁾	Total (\$)
John C. Baldwin	69,500	113,691	94,991		278,182
Jenne K. Britell	69,500	113,691	94,991		278,182
William F. Buehler	68,750	113,691	94,991		277,432
Gary M. Pfeiffer	106,250	113,691	94,991	35	314,967
Timothy M. Ring	62,000	113,691	94,991		270,682
Daniel C. Stanzione	135,833	113,691	167,489	2,642	419,655
Gail R. Wilensky	66,500	113,691	94,991		275,182
John B. Ziegler	65,000	113,691	94,991		273,682

(1) Includes amounts earned for 2012, including meeting fees for the fourth quarter of 2012 that were paid in January 2013. Does not include amounts paid in 2012 for 2011 meeting fees. Mr. Ring elected to receive all fees earned in 2012 in the form of stock options issued under our Long-Term Incentive Plan for Non-Employee

Directors.

(2) Represents the aggregate grant date fair values of the awards. Each of our non-employee directors received a single award of 1,975 restricted share units on May 11, 2012, which was the date of our 2012 annual stockholders meeting. Restricted share units reported in this column were valued based on the average of the high and low prices of our common stock on the grant date. As of December 31, 2012, each non-employee director held the number of restricted share units set forth beside his or her name below.

Dr. Baldwin	3,848	Mr. Ring	2,798
Dr. Britell	5,515	Dr. Stanzione	3,848
Mr. Buehler	3,848	Dr. Wilensky	3,848
Mr. Pfeiffer	4,959	Mr. Ziegler	7,182

(3) Represents the aggregate

grant date fair values of the awards. Each of our non-employee directors received an award of 6,111 stock options, and Dr. Stanzione received an additional award of 4,664 stock options for his service as non-executive Chairman of the Board and Chair of the Governance Committee, on May 11, 2012, which was the date of our 2012 annual stockholders meeting. The assumptions made when calculating the amounts in this column for 2012 awards are found in footnote 15 to the Consolidated Financial Statements of Quest Diagnostics Incorporated and its Subsidiaries, as filed with the SEC on the Company's Annual Report

on Form 10-K for 2012. As of December 31, 2012, each non-employee director held options to purchase the number of shares of the Company's common stock set forth beside his or her name below.

Dr. Baldwin	28,222	Mr. Ring	12,720
Dr. Britell	56,222	Dr. Stanzione	70,886
Mr. Buehler	66,222	Dr. Wilensky	76,222
Mr. Pfeiffer	66,222	Mr. Ziegler	70,052

- (4) Interest in excess of 120% of the applicable federal long-term rate credited to a deferred compensation account maintained on behalf of the director under the Deferred Compensation Plan for Non-Employee Directors. Interest is credited to the account at the prime rate of Citibank, N.A. in effect on the first date of each calendar quarter.

Fees and Plans for Non-Employee Directors

None of our non-employee directors receives any consulting or other non-director fees from the Company.

Annual Cash Retainer Fees. Non-employee directors receive an annual cash retainer fee of \$35,000, payable in quarterly installments of \$8,750. The director who serves the chair of our Compensation Committee, and the director who serves as chair of our Quality, Safety and Compliance Committee, each receive an additional \$6,000 annual fee, and the Chair of the Audit and Finance Committee receives an additional \$30,000 fee.

From January 1, 2012 until April 30, 2012, our Company had a Lead Independent Director, who also served as the Chair of the Governance Committee. For such service, this director received an additional fee at an annual rate of \$30,000. Effective May 1, 2012, our Company has a non-executive Chairman. For service as non-executive Chairman and Chairman of the Governance Committee, Dr. Stanzione received an additional cash retainer of \$72,500.

Meeting Fees. Non-employee directors receive a meeting fee of \$1,500 for attending each Board or committee meeting at which a majority of directors attend in person and \$750 for attending a meeting at which a majority of directors attend by telephone.

Long-Term Incentive Plan for Non-Employee Directors. Each non-employee director participates in the Company's Long-Term Incentive Plan for Non-Employee Directors (the Director Plan). The Director Plan currently authorizes the grant of non-qualified stock options and/or a stock award (which may be in the form of shares or restricted share units) on the date of the annual stockholders meeting, in such proportions as the Board may determine, covering an aggregate of not more than 20,000 shares of the Company's common stock. If a person is appointed or elected as a director other than on the date of the annual stockholders meeting, the Board may grant to such director a prorated option and/or stock award, in such proportions as the Board may determine. The Director Plan also permits a one-time grant to a non-employee director of stock options and stock awards covering an aggregate of not more than 40,000 shares of common stock of the Company upon initial election to the Board. The annual option grants become exercisable, and annual restricted share units generally vest and convert to shares of our common stock, in three equal annual installments, beginning on the first anniversary of the grant date, regardless of whether the non-employee director remains a director.

A director may elect to receive annual retainer and meeting fees in stock options or stock awards in lieu of cash. The number of options issued in lieu of cash for the retainer and meeting fees is based on the estimated value on the grant date of such options using the lattice-based option-valuation model for recognizing expense for financial statement reporting purposes. The number of shares issued in lieu of cash for the retainer and meeting fees is based on the fair market value of the stock on the date that the cash payment would otherwise be made. Options granted in lieu of retainer and meeting fees vest immediately. Options, once vested, will be exercisable through the tenth anniversary of the date of grant even if the director's service on the Board terminates. The aggregate number of shares of the Company's common stock which may be issued pursuant to stock awards or the exercise of options granted under the Director Plan may not exceed 2,400,000 (subject to adjustments in certain circumstances). The exercise price of all stock options issued under the Director Plan is the fair market value of our common stock on the grant date.

Effective May 1, 2012, our Company has a non-executive Chairman. For service as non-executive Chairman and Chairman of the Governance Committee, Dr. Stanzione received an additional grant of 4,664 nonqualified stock options, granted effective May 11, 2012, delivered pursuant to the Director Plan, having a grant date value of approximately \$72,500.

Deferred Compensation Plan for Directors. Under the Company's Deferred Compensation Plan for Non-Employee Directors, each non-employee director may elect to defer, until a date specified by the director or until the director's termination of service as a director, all or a portion of the director's cash compensation or any stock grants awarded pursuant to the Director Plan. Cash amounts deferred may be indexed to (i) a cash account under which amounts deferred earn interest, compounded quarterly, at the prime rate of Citibank, N.A. in effect on the first date of each calendar quarter or (ii) the Company's common stock.

Changes in Director Compensation Program for 2012. No changes were made in the compensation program for directors generally for 2012.

When the Board elected a non-executive Chairman effective May 1, 2012, the Board established the annual compensation for the non-executive Chairman as follows: (a) a cash retainer, payable on the same schedule as the Board retainer paid to each director, of \$72,500; and (b) nonqualified stock options, granted effective May 11, 2012, delivered pursuant to the Director Plan, having a grant date value of \$72,500.

No Changes in Director Compensation Program for 2013. No changes have been made in the director compensation program for 2013.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

The Compensation Committee (the Committee), in consultation with senior management and outside consultants, determined 2012 executive compensation after considering, among other things, the Company's performance, the current challenging, fast-changing healthcare environment and the general market focus on executive pay. We believe that our compensation programs are balanced and reasonable. They focus on the long term and do not rely on highly leveraged incentives that encourage risky short-term behavior. Our equity programs, including the vesting features of our equity awards, combined with our senior management share retention and ownership guidelines, are designed to link executive compensation to long-term stock performance. Our performance share awards, which are generally based on a three-year performance period, reward longer-term financial and operational performance. Our annual cash incentives reward the achievement of annual performance, including operating and strategic goals (both financial and non-financial). Our executive compensation in 2012 reflects our firm commitment to pay for performance and our financial results.

Executive Summary

Building on the Company's firm commitment to pay for performance and track record of listening to the concerns of its stockholders, the Company took strong steps in 2012 to further increase the alignment of its executive compensation program with the interests of stockholders. Executive compensation decisions and outcomes for 2012 reflect the steps taken to launch a new vision for the Company, and to develop and start to implement a new strategy to enable the Company to achieve that vision, in a challenging, fast-changing healthcare environment.

2012 Say-On-Pay Vote; Stockholder Outreach

The Company provides its stockholders with the opportunity to cast an annual advisory vote on executive compensation (a say-on-pay proposal). At the Company's annual meeting of stockholders held in May 2012, stockholders expressed substantial support for the compensation of our named executive officers, with approximately 64% of votes cast on the say-on-pay proposal voted in favor of the proposal.

Both before and after the 2012 stockholders meeting, we undertook a multi-pronged effort to gain insights that would help us to improve our executive compensation program and to understand the concerns of our investors. We held discussions with our investors, including stockholders holding approximately 40% of the Company's outstanding common stock, to discuss our executive compensation program and the say-on-pay advisory vote. The Committee also received advice from the Committee's independent compensation consultant, considered market practices at peer companies, held a discussion with a leading proxy advisory service and considered management recommendations based on the Company's strategic direction and market practices.

Insights gained from these efforts, including the feedback from our investors, were evaluated by our Committee, along with the results of the say-on-pay advisory vote, and were taken into account by the Committee in taking action regarding the Company's executive compensation program in and for 2012, including the actions discussed below under the headings Compensation Actions Taken in 2012 (of which stockholders were strongly supportive) and 2012 Incentive Payment Outcomes and Additional Compensation Highlights. Other than taking such actions, the Committee reaffirmed the elements of our executive compensation program and policies. The Committee will continue to consider the outcome of the Company's say-on-pay votes when making future compensation decisions regarding our executive officers.

Compensation Actions Taken in 2012

The Committee is firmly committed to pay for performance and took numerous steps to strengthen our executive compensation program and to enhance the alignment of pay and performance.

We rebalanced the mix of awards in our equity program to increase the portion allocated to performance shares and stock options and decrease the percentage allocated to restricted share units (RSUs). Annual equity awards now consist of 40% stock options, 40% performance shares and 20% RSUs. We include RSUs in our equity program because we do not offer a pension benefit and

we believe that RSUs positively impact employee engagement and retention and align employee interests with the interests of our stockholders over the long term.

The performance metrics for performance share awards, which are earned over a three-year performance period, are based 50% on average return on invested capital and 50% on revenue growth. We believe, based on a study conducted at the request of the Committee by an independent consultant, that these metrics are highly correlated with long-term stockholder value creation.

In 2012, the Committee reduced the

value of the equity awards for our named executive officers (other than Mr. Rusckowski, who joined the Company in 2012) for the second consecutive year. The Committee believed that the reduction was appropriate based on its annual review of competitive pay practices (see Competitive Pay Information beginning on page 23) and in light of the Company's executive compensation philosophy (see Executive Compensation Philosophy and Components beginning on page 21).

The Board named a highly qualified new Chief Executive Officer and President, Mr. Rusckowski. Mr.

Rusckowski's normal base salary, annual incentive compensation and long-term compensation were near the median of the compensation packages provided to executives with comparable positions in the Company's peer group. In addition, his normal compensation is significantly lower than the compensation of our prior Chief Executive Officer. See CEO Compensation beginning on page 19.

The terms and conditions of Mr. Rusckowski's employment agreement were responsive to stockholder concerns. See CEO Compensation and Employment Agreements beginning on pages 19 and 42,

respectively.

The
Committee
eliminated tax
gross-ups from
our Executive
Officer
Severance
Plan.

The
Committee
strengthened
the prohibition
on option
repricing in
our Employee
Plan.

The Board
adopted an
incentive
compensation
recoupment
(or clawback)
policy. See
Executive
Compensation
Philosophy
and
Components,
beginning on
page 21.

The Board
enhanced the
share
ownership and
retention
guidelines for
our executives
that it
originally
adopted in
2005. See
Executive
Share
Retention
Guidelines;
Policies

Regarding
Hedging and
Pledging,
beginning on
page 35.

We do not
provide our
officers with a
supplemental
executive
retirement
plan.

2012 Strategic Repositioning and Performance

In May 2012, the Board brought a new CEO in from outside the organization. 2012 was a transition year for the Company as it worked to position itself for future success. Management took decisive action to better position the Company for the future and began laying the groundwork for restoring growth.

Management
launched a
new vision
for our
Company,
and
introduced a
five-point
business
strategy,
grounded in
today's
realities, to
help achieve
our new
vision and
our goals.

Refocus on
diagnostic
information
services.

We
conducted a
thorough
review of
our
portfolio, to
evaluate all
assets to
ensure a

strong
strategic fit.

< We are
refocusing
on
diagnostic
information
services,
evaluating
options with
respect to
certain
assets and
refocusing
certain
businesses.

< We sold our
OralDNA
salivary
diagnostics
business
and
determined
to sell our
HemoCue
diagnostic
products
business.

Drive operational
excellence.

Improving our
operations will
enhance
customer
satisfaction,
employee
engagement and
stockholder
value; improve
our
competitiveness;
and strengthen
our foundation
for growth. To
drive operational
excellence, we
will focus on
enhancing our

end-to-end
customer value
chain, enterprise
information
technology
architecture,
business
performance
tools and cost
excellence.

< We increased the expected savings from our cost excellence program, Invigorate. It is now expected to deliver \$500 million in annual savings in 2014 compared to the 2011 baseline, and \$600 million run rate savings as the Company exits 2014.

< In 2012, we delivered annual realized savings under the program of \$160 million, with a run rate exiting the year of approximately \$200 million both in excess of our goals.

Restore growth. We are pursuing seven tactical approaches to restore growth. Three of these approaches have a

near-term
focus: sales
and
marketing
excellence;
grow
esoteric
testing
through a
disease
focus; and
partner
with
hospitals
and IDNs.

- < The remaining
four growth
approaches
have a
longer-term
focus: succeed
internationally;
create value
from
information
assets; lead in
companion
diagnostics;
and extend in
adjacent
markets.

Simplify the
organization to
enable growth
and productivity.

We are
simplifying and
restructuring the
organization,
including
reducing
management
layers, so that we
can better focus
on our customers
and speed
decision-making.

<

We launched our new organization structure, including for our Diagnostic Information Services business, which is managed functionally and reports directly to Mr. Rusckowski. We also identified our new senior management team, including several newly-hired key executives.

- < We announced plans to eliminate three management layers, and approximately 400 to 600 management positions, by the end of 2013.

Deliver
disciplined
capital
deployment
and
strategically
aligned
accretive
acquisitions.

We are focused on increasing stockholder

returns and
returns on
invested
capital
through a
framework
that
encompasses
improving
operating
performance
and
disciplined
capital
deployment.

< In 2012, we
used the
majority of our
free cash flow
to reduce
outstanding
debt by over
\$650 million
and achieve our
targeted
debt/EBITDA
ratio in the
range of 2 $\frac{1}{4}$
times,
maintaining our
strong BBB
credit rating.

< At our
first-ever
Investor Day in
November
2012, we
reaffirmed our
commitment to
return a
majority of our
free cash flow
to our
stockholders
and announced
a 76% increase
in our quarterly
common stock
dividend, from

\$0.17 per common share to \$0.30 per common share, effective in January 2013. This brings to three fold the increase in the dividend since 2011.

- < We repurchased \$200 million of our common stock.

- < We announced our acquisition of UMass Memorial Medical Center's clinical and anatomic pathology outreach laboratory businesses and our planned lab of the future in Marlborough, Massachusetts.

In a challenging environment, including the impact of Hurricane Sandy, we delivered revenues from continuing operations of \$7.4 billion, essentially unchanged from 2011, and operating income from

continuing
operations of
\$1.2 billion.

Total return to
stockholders
was up 1.5%
for 2012.

Although this
result was
below our
peer group
and below the
S&P 500, we
took strong
steps,
discussed
above, to
position the
Company for
better future
performance
and to better
structure our
executive
compensation
program to
foster
improved
performance.

We generated
record cash
from
operations
and, driven by
the strong
progress in
our Invigorate
program,
expanded
operating
margins.

CEO Compensation

In 2012, our Board approved an employment agreement with Mr. Rusckowski to secure his services as President and Chief Executive Officer. The employment agreement provided for a base salary for 2012 of \$1,050,000. It also provided for a target annual incentive of 130% of base salary. To induce

Mr. Rusckowski to join the Company in mid-2012, the agreement also provided, as a one-time event, that his 2012 annual incentive would be no less than his target incentive, based on a full year of base salary.

The employment agreement further provided a one-time cash payment of \$500,000 to Mr. Rusckowski to compensate him for certain forfeitures incurred in connection with the termination of his employment with his immediately preceding employer and to induce him to join the Company. This cash payment is refundable in full if, at any time prior to May 1, 2013, Mr. Rusckowski voluntarily terminates employment without Good Reason or if the Company terminates Mr. Rusckowski's employment for Cause.

The employment agreement also provided for several equity awards to Mr. Rusckowski. These equity awards are discussed under the heading Long-Term Incentive Awards 2012 Equity Awards Mr. Rusckowski, beginning on page 32. He received:

An award of options, performance shares and RSUs for 2012, as a normal part of 2012 compensation, consistent with the equity awards granted to our other executive officers;

Performance share awards for the periods ending December 31, 2012 and December 31, 2013. These performance share awards were designed to align Mr. Rusckowski's interests with the interests of the Company's stockholders in respect of performance periods begun before 2012 but concluding

after he
commenced
employment;
and

A sign-on
award of
20,000 RSUs
that generally
vest 50% in
April 2013 and
50% in April
2014. This
award was
designed to
compensate
Mr.
Rusckowski for
certain
forfeitures
incurred in
connection
with the
termination of
his
employment
with his
immediately
preceding
employer and
to induce him
to join the
Company, and
simultaneously
to align his
interest with
the interest of
the Company's
stockholders.

In negotiating Mr. Rusckowski's employment agreement, we were responsive to stockholder concerns regarding the Company's employment agreement with our prior CEO. The base salary, annual incentive compensation and ongoing long-term compensation provided under the employment agreement with Mr. Rusckowski were near the median of the compensation packages provided at the time to executives with comparable positions in the Company's peer group and were significantly lower than the compensation package of our prior CEO. In addition, unlike the previous CEO's agreement, under Mr. Rusckowski's employment agreement:

Mr. Rusckowski
is not entitled to a
supplemental
executive

retirement plan;

The terms of Mr. Rusckowski's ongoing equity awards are the same as those of the Company's other executive officers;

Mr. Rusckowski has a double trigger change-in-control provision for cash severance payments; and

Mr. Rusckowski is not entitled to tax gross ups for any severance payments.

In November 2012, the Committee confirmed that no portion of Mr. Rusckowski's 2013 compensation is guaranteed. Other than Mr. Rusckowski's base salary, all of his 2013 compensation is performance based. His 2013 annual cash incentive and performance share awards will be payable only upon achievement of objective performance metrics.

In addition, none of the catch-up and inducement awards Mr. Rusckowski received in 2012 will be repeated in 2013, because they are not part of his normal compensation. The following chart provides a comparison, for illustration purposes, of Mr. Rusckowski's 2012 and target 2013 compensation.

	2012 Actual	2012 Normal	2013 Target Estimate
Base Salary	682,500	1,050,000	1,050,000
Annual Cash Incentive (guaranteed)*	1,365,000	N/A	N/A
Annual Cash Incentive (target)		1,365,000	1,365,000
Annual Equity Grant (at target)	6,699,080	6,700,000	6,700,000
Make Whole/Sign on Awards			
Pro-rata Performance Share Grant for Period Ending December 31, 2012 (at target)	595,596	N/A	N/A
Pro-rata Performance Share Grant for Period Ending December 31, 2013 (at target)	1,488,931	N/A	N/A
Sign-on Bonus	500,000	N/A	N/A
RSU Grant to Replace Awards Forfeited at Former Employer	1,163,500	N/A	N/A
Total	12,494,607	9,115,000	9,115,000

*For 2012, Mr. Rusckowski's target annual cash incentive was guaranteed.

2012 Incentive Payment Outcomes and Additional Compensation Highlights

Payouts for our annual incentive awards and performance share awards demonstrate how we align pay for our named executive officers with performance. Please see the charts, on page 25 and 30, respectively, discussing our historical payouts for our annual incentive awards and performance share awards.

For 2012, the aggregate annual cash incentive payments for our named executive officers (other than Mr. Rusckowski, whose annual

cash incentive was paid at a guaranteed level) under the Senior Management Incentive Plan (SMIP), as compared to target, were 72% of target. This is lower than the payout percentage, 88%, for 2011.

The performance share awards for the 3-year performance period ended December 31, 2011 paid at 117% of target.

The performance measure for these awards was the compound annual growth rate of the Company s fully diluted EPS from continuing operations.

The performance share awards for the 3-year performance period ended December 31, 2012 paid at 33% of target.

The performance measure for these awards

was the compound annual growth rate of the Company's fully diluted EPS from continuing operations.

In February 2013, for the third consecutive year, the Committee awarded to our named executive officers (other than Mr. Rusckowski, who joined the Company in 2012) long-term incentive awards having a value below the value of the awards made in the preceding year. As a result, in 2013 the pay opportunity for our named executive officers is nearer to the peer group median than before.

In December 2012, the Committee determined that, absent a change in responsibilities, the 2013 base salary for each

named
executive
officer currently
employed by
the Company
would not be
increased from
the 2012 level.

Executive Compensation Philosophy and Components

The objective of our executive compensation program is to attract and retain talented executives who have the skills and experience required to help us achieve our strategic objectives and advance the long-term interests of our stockholders. The compensation opportunity for our named executive officers is directly tied to corporate performance, both financial and non-financial results, and individual performance.

The principal components of compensation for our named executive officers are:

Base salary;

Annual
performance-based
cash incentives,
generally paid
under the SMIP;

Long-term incentive awards issued under the Employee Long-Term Incentive Plan (Employee Plan) in the form of stock options, RSUs and performance shares; and

Deferred compensation, including Company matching contributions or credits, under the tax-qualified Quest Diagnostics Profit Sharing Plan (the 401(k) Plan) and the non-qualified Supplemental Deferred Compensation Plan (SDCP).

Our executive compensation program is designed to:

Attract and retain talented executives;

Incentivize executives to achieve results that appropriately balance the short-term and the long-term

interests of our stockholders, employees and customers;

Reward corporate and individual performance;

Support our business strategy and financial objectives; and

Provide flexibility and responsiveness to changing business conditions, as well as the growth and diversification of the Company.

Under our pay for performance approach, significantly more than half of the total compensation of our executive officers is performance-based, in the form of annual incentive compensation and long-term incentive awards. For Mr. Rusckowski, approximately 88% of his target total compensation for 2013, as shown in the table on page 21, is performance-based. In addition, the greater portion of the incentive awards of our executive officers is focused on long-term awards (equity), to drive stockholder value.

In 2012 the Committee adopted our Incentive Compensation Recoupment Policy (commonly known as a clawback policy). The recoupment policy covers all of our current and former executive officers, our principal accounting officer and any other employee who receives an equity award under our Employee Plan. Under the policy, equity awards are subject to recoupment and recovery by the Company, including after the awards have been settled or paid, if a performance measure considered by the Committee in making the award is adjusted or restated in a manner that would have had the effect of reducing the size of the award when made. In addition, if a covered employee engaged in gross negligence or intentional misconduct that contributed to the award or payment of incentive compensation that is greater than would have been paid or awarded absent the misconduct, we may seek to recover the entire award or payment, or take other remedial and recovery action, as determined by the Committee. Thus, for example, if supervisory personnel covered by the policy were to engage in gross negligence or intentional misconduct, the policy would apply.

Setting Executive Compensation

The Committee establishes the Company's general compensation philosophy in consultation with our Chief Executive Officer and Senior Vice President, Chief Human Resources Officer and with input from the Committee's external compensation consultant. The Committee oversees our executive compensation program and regularly monitors our executive compensation to ensure adherence to our compensation philosophy. The Committee also annually reviews

the compensation arrangements for the Company's executive officers to assess whether the arrangements encourage risk taking that is reasonably likely to have a material adverse effect on the Company. The Committee conducted an annual review in February 2013 and concluded that the compensation arrangements for the Company's executive officers do not encourage risk taking that is reasonably likely to have a material adverse effect on the Company.

The Committee engaged Pay Governance LLC as its external compensation consultant. At the Committee's request, the consultant provided analyses and information regarding market practices and trends in executive and director compensation. In 2012, the consultant performed services for the Committee, but not for the Company. Pay Governance periodically meets with the Committee's Chairman to discuss compensation matters, and periodically participates in private sessions of the Committee (without Company employees present). The consultant's work for the Committee has not raised any conflicts of interest.

Role of Executive Officers in Compensation Process

The Chief Executive Officer recommends to the Committee individual compensation adjustments for the executive officers, other than himself, based on market data and Company and individual performance. He also recommends incentive compensation measures to align compensation with our corporate objectives. The Chief Executive Officer is present during the portions of Committee meetings in which compensation decisions regarding the named executive officers other than the Chief Executive Officer are reviewed and decided, but the Committee retains the final authority for all such decisions.

Competitive Pay Information

For each named executive officer, the Committee annually reviews performance and approves all elements of compensation, including base salary, annual incentive awards and long-term incentive awards, except for our broad-based employee benefit programs. After the Committee approves the compensation of our named executive officers, the Committee reports the compensation to the full Board.

To assist the Committee with its review, our Human Resources department, in consultation with the Committee's consultant, annually prepares analyses of each named executive officer's compensation, including tally sheets. The review includes current and prior year compensation information regarding base salary, target and paid annual incentive compensation, deferred compensation activity and balances, aggregate equity grant values, perquisites, and all other compensation, as well as estimates of the amounts payable to each named executive officer upon termination of employment under various circumstances, including termination in connection with a change in control.

The compensation targets for, and compensation earned by, each named executive officer are analyzed relative to market data for comparable positions in a peer group. During 2012, the peer group consisted of the following 16 companies in the healthcare services, equipment and distribution industries.

C.R. Bard, Inc.	Hospira, Inc.
Baxter International Inc.	Laboratory Corporation of America Holdings
Becton, Dickinson and Company	Medtronic, Inc.
Boston Scientific Corporation	Omnicare, Inc.
Covidien PLC	Owens & Minor, Inc.
DaVita Inc.	St. Jude Medical, Inc.
Express Scripts Holding Company	Stryker Corporation
Henry Schein, Inc.	Zimmer Holdings, Inc.

For the named executive officers, the Committee establishes target compensation consistent with comparable positions in the peer group and provides our named executive officers with the opportunity to earn greater rewards for performance that exceeds established goals. For each named executive officer, the key elements of base salary, annual incentive compensation, and long-term incentives, as well as the mix of these elements of direct compensation, are compared, to the extent possible, with amounts received by executives holding similar positions at companies in our peer group. We adjust the comparisons to take account of different scope of job responsibility where appropriate. Specific consideration is given to the weighting of fixed and at-risk components of pay relative to the peer group. No single element of compensation is set without considering the total direct compensation of the named executive officers relative to the marketplace, as well as the impact of any change on the other components of our pay model. The economic value of each participant's prior equity awards at the date of grant is considered when setting annual compensation packages. We do not take into account realized or unrealized gains from previous equity awards in setting subsequent total compensation levels. Our practice is to establish base salary, annual cash incentive targets and long-term incentive award levels and terms to deliver total direct compensation at market competitive levels,

depending upon the named executive officer's responsibilities, expertise and experience, along with individual and Company performance. Based on the 2012 review, the total direct compensation for Mr. Rusckowski, the Chief Executive Officer (excluding sign-on and other inducement awards), was in the 62nd percentile of the peer group, while the total direct compensation for the other named executive officers, excluding Dr. Mohapatra and Dr. Miller, ranged from the 42nd to the 81st percentile. As discussed below, (1) Dr. Mohapatra's total direct compensation for 2012 was determined

based on the Transition Agreement discussed beginning at page 35 and did not include a long-term incentive award, and (2) Dr. Miller's total direct compensation for 2012 was significantly impacted by amounts that she received under the Executive Officer Severance Plan and did not include annual incentive compensation.

Pay Components

Base Salary

We pay base salary to our executives to provide them a steady source of income for their exclusive services to the Company. The Committee annually reviews and approves base salaries for the named executive officers. Consistent with our executive compensation philosophy, base salaries are set at levels competitive with the peer group. The Committee determined 2012 base salary adjustments based on an assessment of our 2011 results and each named executive officer's position, performance, scope of responsibility, current salary level and market comparables. 2011 was a year of significant progress for the Company. Despite a further decline in physician office visits, revenues of \$7.5 billion increased 1.9% from 2010. We completed the acquisitions of Athena Diagnostics and Celera Corporation, establishing a solid foundation in the four critical areas of cancer, cardiovascular disease, infectious disease and neurological disorders. We began Invigorate, our multi-year cost excellence program, with a \$500 million target. We returned \$1 billion to stockholders through a combination of share repurchases and dividends, and announced a 70% increase in our dividend beginning in 2012. After considering these factors, effective January 1, 2012, the Committee established the 2012 base salary for each named executive officer identified in the following chart, except Dr. Mohapatra, at the level and reflecting the increase set forth in the chart.

	Increase in Base Salary (%)	2012 Base Salary (\$)
Robert A. Hagemann	2.5	571,160
Dr. Jon R. Cohen	1.8	573,900
Catherine T. Doherty	14.3	520,000
Michael E. Prevoznik	2.4	492,135

Former Executive Officer

Dr. Surya N. Mohapatra		1,231,122
Dr. Joan E. Miller	3.8	520,000

The base salary increase for Ms. Doherty reflected her promotion to a new position in 2011, and the base salary increases for the others was generally consistent with the budgeted level for 2012 salary increases for other Company employees.

Mr. Rusckowski began employment with the Company on May 1, 2012. The Committee approved Mr. Rusckowski's base salary of \$1,050,000 per annum when it approved his employment agreement in April 2012. For a discussion of Mr. Rusckowski's employment agreement, see [CEO Compensation](#) and [Employment Agreements](#) beginning on pages 19 and 42, respectively.

Consistent with provisions of the Transition Agreement between the Company and Dr. Mohapatra, Dr. Mohapatra received in 2012 the same base salary that he received in 2011. See [Employment Agreements](#) Dr. Mohapatra beginning on page 43.

The total base salary paid to each named executive officer in 2012 is reported in the [2012 Summary Compensation Table](#) on page 37.

2013 Actions

After discussion regarding 2013 base salaries for the named executive officers, in December 2012 the Committee determined that the 2013 base salary for each named executive officer currently employed by the Company would not be increased from the 2012 level, assuming no change in their responsibilities. 2013 base salaries will be discussed in the 2014 Compensation Discussion and Analysis.

Annual Cash Incentive Compensation

Introduction

We generally pay annual incentives in accordance with the SMIP, which our stockholders approved at our 2003 annual stockholders meeting. The Committee selects a maximum of ten participants for inclusion in the SMIP each year.

The Committee's approach to annual incentive compensation has been:

Tie annual incentive compensation to key operating goals;

Establish targets that are challenging, yet attainable;

Establish targets at performance levels higher than the preceding period; and

Maximum payout of 2x target requires extraordinary performance.

The following table sets forth, for each year since 2005, the aggregate annual cash incentive payments as compared to target for the named executive officers then in office. Since 2005, even in years that the Company had strong financial performance, annual incentive compensation payouts never reached 1.5x target. The Committee believes that these results demonstrate the rigor of the targets adopted, that targets have been set at reasonable levels and that annual incentive compensation has been sensitive to Company performance.

Year	Incentive Payment as Compared to Target (%)
2005	82
2006	148
2007	103

2008	112
2009	129
2010	64
2011	88
2012*	72

* Excludes the annual incentive payment to Mr. Rusckowski, because it was paid at a guaranteed level, rather than based on performance.

Annual Incentive Compensation for 2012

For 2012, we paid annual incentive compensation under the SMIP to all the named executive officers except Dr. Mohapatra and Dr. Miller. Pursuant to his Transition Agreement, Dr. Mohapatra, our former Chief Executive Officer, did not participate in the SMIP in 2012. Instead, as specified in the Transition Agreement, Dr. Mohapatra received a bonus award for 2012, based on his target bonus opportunity for 2011, pro-rated through April 30, 2012. This amount is shown in the 2012 Summary Compensation Table under the heading Bonus on page 37. Dr. Miller terminated employment during 2012 and, in accordance with her separation arrangements, did not receive annual incentive compensation for 2012.

For each named executive officer who received an annual cash incentive for 2012, the threshold, target and maximum performance criteria were established with payout opportunities set at zero, one-times (1x), and two-times (2x) target incentive, respectively. Rewards for performance levels between these levels were interpolated. All annual cash incentive payments to our named executive officers are subject to the achievement of specific performance goals and, if achieved, are scheduled to be paid on or before March 15th of the year following the completion of the performance year. The Committee retains the discretion to adjust performance measures to focus on the operating performance of the Company, to avoid unintended compensation results and to ensure that participants are not inadvertently given incentives to avoid taking actions in the long-term interest of the Company and its stockholders.

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For 2012, the target incentives and payouts for the named executive officers other than Dr. Mohapatra and Dr. Miller are summarized in the following chart.

	2012 Target Incentive as a % of Salary	2012 Actual Payment as a % of Target	2012 Actual Payment as a % of Salary
Mr. Rusckowski	130	100	N/A
Mr. Hagemann	90	71	64
Dr. Cohen	65	102	66
Ms. Doherty	70	56	39
Mr. Prevoznik	70	59	41

Based on the Company's performance in 2012, Mr. Rusckowski's payout under the SMIP for 2012 would have been at 71% of target. However, as discussed above under the heading "CEO Compensation," beginning on page 19, to attract Mr. Rusckowski to join the Company in 2012, Mr. Rusckowski's employment agreement provided that his 2012 annual incentive compensation would be not less than his 2012 target incentive under the SMIP, based on a full year of base salary. For 2012, Mr. Rusckowski was entitled to base salary at an annual rate of \$1,050,000, and, his 2012 target incentive was 130% of base salary. Accordingly, Mr. Rusckowski was awarded annual incentive compensation for 2012 of \$1,365,000.

In 2012, annual cash incentive payouts for the named executive officers were based on performance against both financial and non-financial goals, except that Mr. Rusckowski was entitled to a guaranteed minimum payout. The principal financial goals related to achieving revenue and earnings per share targets. In addition, payouts were based on performance against several strategic initiatives, comprised of both financial and non-financial goals. The following table summarizes the performance measures and the relative weights allocated to each measure for 2012 for each named executive officer that received an annual cash incentive payout. The Committee set the performance measures and relative weights for each named executive officer to reflect both the executive's specific contribution to each particular performance measure and the importance of the measure.

Measure	Weightings				
	Mr. Rusckowski (%)	Mr. Hagemann (%)	Ms. Doherty (%)	Dr. Cohen (%)	Mr. Prevoznik (%)
EPS from continuing operations	55	55	40	40	40
Revenue	25	25	25	25	30
Margin			15	20	15
Strategic initiatives	20	20	20	15	15
Total	100	100	100	100	100

The revenue targets for Mr. Rusckowski, Mr. Hagemann and, with respect to 20% of the weighting for Mr. Prevoznik, were based on the Company's consolidated revenue. The revenue and margin targets for Dr. Cohen and Ms. Doherty were based on areas of the business for which each had responsibility. For Mr. Prevoznik, 10% of the weighting for revenues was based on the areas of the business for which he had responsibility. In addition, for Mr. Prevoznik, 10% of the margin target was based on the Company's consolidated margin, and 5% of the margin target was based on the areas of the business for which he had responsibility. Dr. Cohen had responsibility for Hospital Services and was

Chief Medical Officer. Ms. Doherty had responsibility for Physician Services. Mr. Prevoznik had responsibility for International Services and Clinical Trials.

The targets and resulting payout factors for EPS from continuing operations and consolidated revenue for 2012 were:

Measure	Target (\$)	Plan Results (\$)	Payout Factor %
EPS from continuing operations	4.48	4.47	99
Consolidated revenue	7,709 million	7,500* million	0

* Includes revenues from continuing operations of \$7,383 million and revenues from discontinued operations of \$117 million.

The payout factors for the revenue and margin measures for the areas for which Dr. Cohen, Ms. Doherty and Mr. Prevoznik had responsibility are set forth in the following chart.

Measure	Payout Factor (%)	
	Revenue	Margin
Hospital Services	43	200
Physician Services	0	0
International Services and Clinical Trials	0	5
Consolidated Margin		74

In 2012, four strategic initiatives were included as annual incentive goals. Each initiative was developed to deliver results during 2012 and position us for accelerated growth in revenues and earnings over the long term. The specific initiatives were set around the following four objectives:

Further enhance our laboratory testing quality assurance program;

Reduce customer attrition;

Further enhance our leadership team; and

Increase patient satisfaction.

Mr. Rusckowski, Mr. Hagemann and Ms. Doherty had these four strategic objectives, and each strategic objective was assigned a 5 percent weighting. Dr. Cohen and Mr. Prevoznik had the first three listed strategic objectives, and each was assigned a 5 percent weighting. Potential performance for each strategic initiative ranged from 0x to 2x. Performance against the four initiatives resulted in payouts factors ranging from 25 percent to 154 percent.

Earnings per diluted share (EPS) from continuing operations and revenue were weighted heavily in order to provide the proper incentive to management to stimulate profitable growth. When the Committee established these performance standards for the year, it retained discretion to adjust them to ignore the effect of certain specified items. For 2012, the Committee retained discretion to adjust EPS from continuing operations for the following items: (i) gains and losses from the sale of a business; (ii) charges related to the impairment of goodwill or intangible assets; (iii) charges related to reorganization and restructuring programs; (iv) charges related to the acquisition or integration of a company or business; (v) cumulative effect, or one-time gains or losses, associated with the adoption of accounting changes; (vi) extraordinary gains or losses; (vii) gains or losses on debt extinguishment; and (viii) effects of changes in tax laws or the rate on deferred tax assets and liabilities. The Committee selected these items because the Committee desires to incent management to focus on the operating performance of the Company and these items (1) reflect matters outside the control of participants which could create windfall benefits or undue penalties for participants (for example, changes in tax laws or accounting standards) or (2) accommodate the Committee's concern

not to inadvertently penalize participants for taking actions in the long-term interest of the Company and its stockholders (for example, a restructuring of operations) out of concern for the action's impact on EPS from continuing operations

In accordance with the Quest Diagnostics policy, for fiscal year 2012 the Compensation Committee excluded several items from the Company's results for purposes of calculating performance under the SMIP. The Committee made these adjustments, which totaled \$0.55 per share, to ensure that participants would not be penalized for having made decisions intended to foster long-term value creation, rationalize operations and allow for long-term reductions in cost, but that had a negative impact on 2012 EPS from continuing operations. When exercising its discretion, the Committee also noted the Company's significant progress in 2012, including the items discussed in Executive Summary 2012 Strategic Repositioning and Performance beginning on page 18. The following table reconciles the adjustments made for 2012 and provides a brief description of each adjustment.

Non-Recurring Items Excluded from 2012 SMIP Calculations

	Year Ended December 31, 2012	Explanation of Non-Recurring Adjustments
Diluted EPS from continuing operations, as reported	\$ 3.92	
Significant Non-Recurring Adjustments		
Designation of Assets as Held for Sale	\$ 0.09	Include EPS excluded from continuing operations as a result of the classification of HemoCue and OralDNA as discontinued operations in December 2012
Restructuring Charges	\$ 0.40	After-tax charges primarily associated with workforce reductions and professional fees associated with restructuring and integrating our business
Acquisition and integration costs	\$ 0.02	Costs related to acquisition and integration of Celera Corporation, Athena Diagnostics and S.E.D. Laboratories
CEO Succession	\$ 0.04	Costs associated with CEO transition
Diluted EPS from continuing operations used for SMIP	\$ 4.47	

Had the Committee not made the adjustment to EPS from continuing operations, the payout factor percentage for this performance measure would have been 0%. The following table shows, on a pro forma basis, the payments that would have been made, both as a percentage of target and as a percentage of salary, had the Committee not made the foregoing adjustments (these amounts would replace the numbers under the headings 2012 Actual Payment as a % of Target and 2012 Actual Payment as a % of Salary in the table on page 26).

	2012 Payment as a % of Target (Pro Forma)	2012 Payment as a % of Salary (Pro Forma)
Mr. Hagemann	16	15
Dr. Cohen	62	40
Ms. Doherty	16	12
Mr. Prevoznik	19	13

Without giving effect to the adjustments to EPS from continuing operations described above, the annual incentive awards to the Company's named executive officers in respect of 2012 as reported in the Non-Equity Incentive Plan Compensation column in the 2012 Summary Compensation Table on page 37 would have been as follows: Mr.

Hagemann \$84,560; Dr. Cohen \$232,028; Ms. Doherty \$59,878; and Mr. Prevoznik \$65,798. Because the level of Mr. Rusckowski's annual incentive compensation was guaranteed for 2012, his annual incentive award was unaffected by these adjustments.

2012 Conclusion

Overall, the Committee believes that the annual incentive payments made to our named executive officers for 2012 were consistent with the objectives of our executive compensation program.

2013 Actions

After discussion regarding 2013, in February 2013 the Committee determined to maintain the basic structure of the SMIP for 2013 but determined to increase the incentive targets for Dr. Cohen from 65% to 70% in order to better align his short-term incentive target with that of our other named executive officers.

Long-Term Incentive Awards

Introduction

We design our long-term incentive awards to:

Align
management's
compensation
opportunities
with the
interests of
our
stockholders;

Provide
long-term
compensation
opportunities
consistent
with market
practice;

Incent and
reward
long-term
value
creation; and

Provide a
retention
incentive for
key
employees.

In determining the value of the long-term incentive component of each named executive officer's compensation, the Committee considers, without limitation:

The value of
similar
incentive
awards to
executive
officers in the
peer group;
and

The
individual's
scope of

responsibility,
performance
and
contribution to
meeting the
Company's
objectives.

The Committee is responsible in its use of equity as long-term incentive compensation. The number of shares issued in connection with our equity plans is modest as a percentage of total shares outstanding, and our equity burn rate is well below our industry average.

Timing of Equity Awards

It has been the Committee's practice to make annual equity grants at a meeting held shortly after we announce our prior year's earnings. The Committee also makes equity grants to new hires and promoted employees, and other grants in special cases, from time to time as appropriate.

The Committee has delegated to the Chief Executive Officer, in consultation with the Senior Vice President, Chief Human Resources Officer, the authority to grant, under limited circumstances, equity awards to employees other than executive officers. Pursuant to this authority, they may grant up to 20,000 options and 10,000 restricted or performance shares per quarter. In 2012, 2,700 options, 760 restricted share units and 1,196 performance shares were granted under this authority.

In addition, based on the Committee's recommendation, the Board has authorized the Chief Executive Officer to designate employees as recipients of nonqualified stock options. The Chief Executive Officer may grant options to employees, other than executive officers, annually in amounts not exceeding 25,000 per employee and 100,000 in the aggregate. The grants must have an exercise price equal to fair market value on the grant date and other terms and conditions identical to the terms and conditions most recently approved by the Committee. In 2012, no options were granted pursuant to this authority.

Management regularly reports to the Committee grants under these two delegations of authority.

Approach to Performance Share Awards

For many years, the Committee has included an annual grant of performance shares in the long-term incentive awards to our employees, including our executive officers. Performance shares encourage a long-term view and reinforce the link between financial results and rewards. The value that they provide depends on the level of achievement of predefined performance goals over the multi-year performance period. If minimum performance levels are not achieved, the performance shares are forfeited and provide no value. New performance share awards are made each year such that participating named executive officers will participate in up to three overlapping performance periods.

For each performance share award, the Committee establishes baselines, target performance levels and the measurement period. No performance shares will be earned if a specified minimum performance level is not achieved. For performance above the threshold level, payment will vary with actual performance achieved, up to a maximum payment of 2 times the target level. Determination of the shares payable pursuant to each award is made after the end of the performance period.

The Committee's approach to performance share awards has been:

Establish targets that are challenging, yet attainable;

Establish targets at performance levels higher than the preceding period;

Performance share objectives provide for similar upside and downside performance; and

Maximum payout of 2x target requires extraordinary performance.

The following table sets forth, for each year since 2005, the aggregate performance share award payouts as compared to target for the named executive officers then in office. Since 2005, although in some cases targets have been exceeded, performance share award payouts have never reached 1.5x target. The Committee believes that these results demonstrate the rigor of the targets adopted, that targets have been set at reasonable levels and that performance share award payouts have been sensitive to Company performance.

Year of Grant	Year Paid	Performance Share Payout as Compared to Target (%)
2005	2008	23
2006	2009	37
2007	2010	127
2008	2011	141
2009	2012	117
2010	2013	33

2011	N/A	N/A
2012	N/A	N/A

Determination of February 2009 Performance Share Awards

In February 2012, the Committee determined payment for performance share awards made in February 2009.

At the time of grant, the Committee established baselines, target performance levels and the measurement period. The performance measure was the compound annual growth rate of the Company's fully diluted EPS from continuing operations (subject to adjustment for predefined items and calculated in accordance with the plan). The measurement period was January 1, 2009 to December 31, 2011.

When the Committee established this performance measure, it retained discretion to adjust EPS from continuing operations as reported in the Company's financial statements to ignore the effect of certain specified items (generally the same items identified above in the discussion of annual incentive compensation, and for the same reasons). The following table shows the targeted performance levels (awards for performance between these percentiles are interpolated on a straight-line basis).

Compound annual growth rate in EPS from continuing operations (%)	Performance Shares Earned (as multiple of target number of shares)
3	0
10	1
17	2

In accordance with Quest Diagnostics policy, for purposes of calculating the award payouts, the Committee determined to adjust 2011 earnings per share from continuing operations. When exercising its discretion, the Committee noted the Company's significant progress in 2011, including:

The Company's continued strong financial performance in 2011;

The completion of the acquisition of Athena Diagnostics and Celera Corporation, establishing a

solid foundation
in the four
critical disease
areas of cancer,
cardiovascular
disease,
infectious
disease and
neurological
disorders;

Commencement
of the \$500
million
multi-year cost
excellence
program,
Invigorate; and

Returning \$1
billion to
stockholders
through a
combination of
share
repurchases and
dividends, and
announcing a
70% increase in
the Company's
dividend
beginning in
2012.

The Committee excluded several items from the Company's results for purposes of calculating performance under the awards. The Committee made these adjustments to exclude the impact of unusual or nonrecurring items that had a negative impact on 2011 EPS from continuing operations and to incent management to make decisions that are focused on long-term value creation. These are the same adjustments that the Committee approved for the 2011 annual incentive compensation under the SMIP and were discussed in the Company's 2012 proxy statement. The following table reconciles the adjustments, which totaled \$1.51 per share, made for 2011 and provides a brief description of each adjustment.

Non-Recurring Items Excluded from 2011 from Calculation of EPS Continuing Operations

	Year Ended December 31, 2011	Explanation of Non-Recurring Adjustments
Diluted EPS from continuing operations, as reported	\$ 2.93	
Significant Non-Recurring Adjustments		
Litigation settlement	\$ 1.23	Resolution of unusual litigation
Restructuring Charges	\$ 0.13	After-tax charges primarily associated with workforce reductions and professional fees associated with restructuring and integrating our business
Acquisition and integration costs	\$ 0.13	Costs related to acquisition and integration of Celera Corporation and Athena Diagnostics
CEO Succession	\$ 0.02	Costs associated with CEO transition
Diluted EPS from continuing operations used for SMIP	\$ 4.44	

The Committee determined that the compound annual growth rate in the Company's fully diluted EPS from continuing operations for the performance period was 11.19% (below 0% if the Committee had not made the adjustment described above) and that the earnings multiple applicable to these awards during the performance period was 117% of target (increased from 0% if the Committee had not made such adjustment).

Without giving effect to the adjustment described above, there would have been no payout under the 2009 performance share awards to the Company's named executive officers and consequently no amounts would have been reported in the 2012 Option Exercises and Stock Vested Table for these awards. Mr. Rusekowski joined the Company in May 2012 and did not receive a 2009 performance share award.

Determination of February 2010 Performance Share Awards

In February 2013, the Committee determined payment for performance share awards made in February 2010. The performance period for those awards ended on December 31, 2012. The performance measure was the compound annual growth rate of the Company's fully diluted EPS from continuing operations (subject to adjustment for predefined items and calculated in accordance with the plan). The Committee determined that the earnings multiple applicable to these awards during the performance period was 33% of target. Determination and payment of these awards will be discussed in the 2014 Compensation Discussion and Analysis.

2012 Equity Awards

Named Executive Officers Other than Mr. Rusckowski

In February 2012, the Committee awarded long-term compensation for 2012 to the named executive officers, other than Dr. Mohapatra and Mr. Rusckowski, resulting in the equity awards shown for them in the 2012 Summary Compensation Table and the 2012 Grants of Plan-Based Awards Table on pages 37

and 40. In accordance with his Transition Agreement, Dr. Mohapatra did not receive an equity award in 2012. The long-term compensation awarded to Mr. Rusckowski in 2012 is discussed below.

In considering the size of the award for each named executive officer, the Committee considered the factors described above, including the performance of the Company and the executive during 2011 and the competitive market for executive talent. In an effort to maintain market competitive levels in the total compensation of our named executive officers, and in conjunction with a Company-wide effort to reduce the Company's overall usage of equity compensation and the Company's equity compensation expense, in 2012 the Committee reduced the equity awards of our named executive officers (other than Mr. Rusckowski, who joined the Company in 2012) from 2011 grant levels to the amounts shown in the 2012 Summary Compensation Table and the 2012 Grants of Plan-Based Awards Table on pages 37 and 40.

After discussion regarding potential changes in approach for 2012 long-term incentive awards, the Committee determined to make two changes in the structure of the long-term incentive program for 2012.

First, in an effort to better align executive compensation with achievement of the Company's financial goals, the Committee revised the performance measure for our performance share awards. In 2011, the performance measure was a targeted compound annual growth rate over a three-year period of our income from continuing operations. The Committee determined that the performance measure for the 2012 performance share awards would be based 50% on revenue growth and 50% on average return on invested capital, rather than a targeted compound annual growth rate of our income from continuing operations. The new performance measure was intended to enhance the alignment of management's equity award incentives with stockholder value. For purposes of the performance share awards, we will calculate average return on invested capital by averaging, over the three-year performance period: (i) our annual income from continuing operations (excluding net income attributable to non-controlling interests) plus after-tax interest expense, divided by (ii) the total average debt and average stockholder equity for the relevant year.

Second, the Committee decided that most participants in the equity award program, including all our executive officers, would receive 40% of the value of their target award in stock options, 40% of the value in performance shares (assuming that they ultimately are earned at target) and 20% of the value in RSUs. The Committee considers stock options and performance shares to be more strongly performance-related than RSUs, and determined that it could reduce the percentage of RSUs relative to the percentage of stock options and performance shares without adversely affecting either the ownership culture that it seeks to encourage among our senior employees or the retention benefits provided by RSUs.

The target performance shares subject to the 2012 performance share awards will be earned over a three-year period ending December 31, 2014 and will be paid out in shares of the Company's common stock at the end of the period to the extent that the performance level is achieved. Determination of the shares payable pursuant to the 2012 performance share award will be made after the end of the performance period.

We also continued to use stock options as a component of our equity awards. Stock options align incentives with stockholder interests by rewarding appreciation in stock price. We believe that stock options are an appropriate incentive to motivate our employees. Stock options generally vest 33-1/3 percent on each of the first, second and third anniversaries of the grant date.

Approximately 20% of the total value of the annual equity award was delivered in the form of RSUs that generally vest as follows: 25% on each of the first and second anniversaries of the grant date and 50% on the third anniversary of the grant date. We believe that RSUs enhance executive retention across business cycles because they retain a portion of their value if our stock price declines from the grant date price. RSUs also foster an ownership culture, help motivate employees to perform at peak levels across business cycles and motivate increasing stockholder value. We included RSUs as a component in our 2012 equity awards because we do not offer a pension benefit, and we believed that RSUs would positively impact employee engagement and retention and that it aligns employee interests with the

interests of our stockholders over the long term.

Mr. Rusckowski

The equity awards we made to Mr. Rusckowski in 2012 were awarded pursuant to his employment agreement. See CEO Compensation and Employment Agreements beginning on pages 19 and 42,

respectively. The awards were approved by the Committee in April 2012 and became effective when Mr. Rusckowski commenced employment on May 1, 2012.

Mr. Rusckowski received a grant of 2012 equity awards. The terms and conditions of this award are the same as that awarded to the other named executive officers for 2012, as discussed above and under the heading *Key Terms of Equity Awards Granted in 2012* on page 41. 40% of the value of the target award was stock options, 40% of the value was performance shares (assuming that they ultimately are earned at target) and 20% of the value was in RSUs. In addition, the performance measure for the 2012 performance share awards was based 50% on revenue growth and 50% on average return on invested capital, like the 2012 awards to the other named executive officers.

Mr. Rusckowski also received performance share awards intended to align his interests with the interests of the Company's stockholders in respect of performance periods begun before 2012 but concluding after he commenced employment. He received a performance share award for the performance period concluding December 31, 2012, and a performance share award for the performance period concluding December 31, 2013. These awards contain the same terms and conditions as the terms and conditions of the performance share awards granted to the Company's executive officers for the same performance periods. For example, the performance measure for the performance share award to Mr. Rusckowski for the performance period ending December 31, 2012 is fully diluted EPS from continuing operations, and the performance measure for the performance share award to Mr. Rusckowski for the performance period ending December 31, 2013 is income from continuing operations. The value of these awards was based on the target amount of Mr. Rusckowski's 2012 performance share award, \$2,680,000, pro-rated to reflect the time between Mr. Rusckowski's commencement of employment on May 1, 2012 and the conclusion of the relevant performance period. Thus, the performance share award for the performance period concluding December 31, 2012 had a target value equal to \$595,596 (\$2,680,000 multiplied by 8/36, to reflect the 8 months of the 36-month performance period that Mr. Rusckowski would serve as CEO). Similarly, the performance share award for the performance period concluding December 31, 2013 had a target value equal to \$1,488,931 (\$2,680,000 multiplied by 20/36, to reflect the 20 months of the 36-month performance period that Mr. Rusckowski would serve as CEO).

Mr. Rusckowski also received an award of 20,000 RSUs to compensate him for certain forfeitures incurred in connection with the termination of his employment with his immediately preceding employer and to induce him to join the Company. These RSUs vest 50% on April 15, 2013 and 50% on April 15, 2014. These awards contain the same terms and conditions as the terms and conditions of the RSUs granted to the Company's named executive officers generally in 2012, including the terms and conditions discussed under the heading *Key Terms of Equity Awards Granted in 2012* on page 41, except that, upon a termination of employment prior to April 15, 2014 that would entitle him to severance under the Executive Officer Severance Plan, all of these RSUs would vest.

2013 Actions

After discussion regarding potential changes in approach for 2013 long-term incentive awards, the Committee determined to not make any changes in the long-term incentive program for 2013.

However, in a further effort to maintain market competitive levels in the total compensation of our named executive officers, and in conjunction with a further Company-wide effort to reduce the Company's overall usage of equity compensation and the Company's equity compensation expense, in 2013 the Committee reduced the value of the equity awards of our named executive officers (other than Mr. Rusckowski, who joined the Company in 2012) below 2012 levels. This is the third consecutive year that the Committee has awarded to our named executive officers long-term incentive awards having a value below the value of the awards made in the preceding year.

Deferred Compensation

All employees who satisfy certain service requirements, including the named executive officers, are entitled to participate in the 401(k) Plan, in which participants may defer a portion of their eligible cash compensation up to

limits established by law. All the named executive officers also are eligible to

participate in the SDCP, except that Dr. Mohapatra waived his rights to Company matching credits under the SDCP for 2005 and thereafter.

The purposes of the 401(k) Plan and the SDCP are to provide eligible employees an opportunity to save for their retirement and, through Company matching contributions and credits, to provide supplemental retirement income to help us compete in the market for talented employees. For additional information regarding the SDCP, see 2012 Nonqualified Deferred Compensation Table on page 47.

None of our named executive officers who currently are employed by the Company are covered by a defined benefit retirement plan. Prior to his termination of employment, Dr. Mohapatra was the only named executive officer covered by a defined benefit retirement plan. To enable us to secure the services of Dr. Mohapatra as our Chief Executive Officer, in December 2004 we established the Supplemental Executive Retirement Plan (SERP), which was an unfunded non-qualified plan, in connection with commitments made in Dr. Mohapatra's employment agreement. With the adoption of the SERP, Dr. Mohapatra waived his right to receive Company matching credits under the SDCP for 2005 and thereafter. His account balances for pre-2005 contributions continue to be invested under the SDCP. For a further discussion of the SERP, see 2012 Pension Benefits Table on page 46.

Perquisites

Perquisites represent a minor component of executive compensation. We provide perquisites that we believe are reasonable and competitive. In 2012, the named executive officers were entitled to receive tax and financial planning services, within certain limits. In connection with Mr. Rusckowski joining the Company, the Company provided relocation benefits to him. Pursuant to the Company's employee relocation policy, pursuant to which all employees who receive relocation benefits are grossed up for certain taxes associated with those benefits, the Company grossed up Mr. Rusckowski for relocation benefits. The Company maintains a security plan for Mr. Rusckowski, and maintained one for Dr. Mohapatra, and both used Company aircraft for personal travel. Pursuant to their employment agreements, the Company also reimbursed Mr. Rusckowski and Dr. Mohapatra for driver and vehicle costs. These perquisites are disclosed in the 2012 Summary Compensation Table on page 37.

Other Benefits

As part of his or her total compensation package, each named executive officer is eligible to participate in our broad-based employee benefit plans, such as medical, dental, group life insurance and disability plans, the employee stock purchase plan and the 401(k) Plan. Each of these benefits is provided on the same basis as available to other exempt employees. Our benefits are designed to attract and retain talented employees and to provide them with competitive benefits.

Impact of Accounting and Tax Treatment on Executive Compensation

Section 162(m) of the Code precludes a public corporation from taking a tax deduction for annual compensation in excess of \$1 million paid to its chief executive officer and the three most highly paid executive officers other than the chief financial officer, unless certain specific and detailed criteria are satisfied. The anticipated tax treatment to the Company and to the executive officers is taken into consideration in the review and establishment of all compensation programs and payments. Our general policy is to attempt to preserve the tax deductibility of compensation paid to our executive officers under existing tax laws, including annual cash incentive awards and the grants of equity awards, but the Committee retains the flexibility to pay compensation or grant awards it determines to be consistent with the Company's objectives for our executive compensation program even if the compensation or award is not deductible by the Company for tax purposes. As tax laws change, the Committee will consider their implications.

In order to satisfy the requirements of Section 162(m), the SMIP limits the annual incentive award for each participant at 1% of the Company's Earnings (as defined in the SMIP) in the fiscal year. For 2012, the annual incentive award for

each SMIP participant was less than the maximum allowable incentive award payable under the SMIP.

See Note 15 of the Company's consolidated financial statements for the year ended December 31, 2012 for a discussion of the accounting treatment of executive compensation plans.

Employment Agreements

Mr. Rusckowski, our President and Chief Executive Officer, has an employment agreement with the Company. For a description of Mr. Rusckowski's agreement, see "CEO Compensation and Employment Agreements" beginning on pages 19 and 42, respectively.

Termination and Change in Control Arrangements

Dr. Mohapatra, our former Chief Executive Officer, had an employment agreement with the Company and an agreement that we entered into with Dr. Mohapatra on October 21, 2011 in connection with the search for his successor as President and Chief Executive Officer (the "Transition Agreement"). See "Employment Agreements" starting on page 42 and "2012 Potential Payments Upon Termination or Change in Control" starting on page 48. Dr. Mohapatra's 2012 compensation was determined in the Transition Agreement and was consistent with the compensation discussed for Dr. Mohapatra in the Company's 2012 proxy statement; the Committee did not determine or change any of Dr. Mohapatra's 2012 compensation in 2012.

Dr. Miller terminated employment during 2012. She received benefits under the Company's Executive Officer Severance Plan, in which she was a Schedule A participant. In connection with her termination of employment on October 31, 2012, Dr. Miller agreed, pursuant to a consulting agreement (the "Consulting Agreement"), to provide consulting services to the Company for the six month period following her termination of employment. The Company will pay Dr. Miller \$209,496 for her services under the Consulting Agreement. The Company entered into the Consulting Agreement to secure the benefit of Dr. Miller's consulting services in connection with the Company's efforts to drive operational excellence and restore growth.

The Company's Executive Officer Severance Plan covers all named executive officers currently in office. No named executive officer will receive any severance benefits solely as a result of a change of control. For additional information, see "2012 Potential Payments upon Termination or Change in Control" on page 48. We believe that the severance benefits provided to our named executive officers are consistent with market practice and are appropriate recruiting and retention tools. The named executive officers have agreed to non-competition and non-solicitation covenants for a period following termination of employment.

Executive Share Retention Guidelines; Policies Regarding Hedging and Pledging

In order to promote equity ownership and further align the interests of management with those of our stockholders, in 2012 we amended and enhanced the senior management retention and ownership guidelines we originally adopted in 2005. Under the revised guidelines, as under the original guidelines, an officer's ability to sell shares associated with equity awards is limited until the officer satisfies a minimum ownership position. Our executive officers are required to retain 75% of net shares received from vesting of RSUs and performance shares and from the exercise of stock options, until they achieve their minimum shareholding requirement. For our CEO, the minimum shareholding requirement is five times base salary; for our other executive officers, the minimum shareholding requirement is four times base salary. For others, the minimum shareholding requirement is two or three times base salary, depending on position. The Committee periodically reviews these guidelines and may adjust them. We determine the number of shares corresponding to these thresholds on April 1 of each year using the average annual price of our common stock during the preceding calendar year and the executive's base salary as of the first business day in April. For purposes of determining whether an executive has met the minimum shareholding requirements, the executive is not given credit for any of the following:

Restricted
stock unit
awards that
have not
vested and
been settled;

Performance
share
awards that
have not
vested and
been settled;

Restricted
shares that
have not
vested; or

Shares
subject to
stock
options

As of December 31, 2012, each of the currently employed named executive officers other than Mr. Rusckowski and Dr. Cohen holds stock in excess of his or her minimum ownership requirement.

Our directors and executive officers are prohibited from pledging Quest Diagnostics common stock to secure a loan, and from holding such stock in a margin account. Our directors and executive officers also are prohibited from entering into transactions that result in a financial benefit if our stock price declines, or any hedging transaction involving our stock, including but not limited to the use of financial derivatives (such as puts and calls), short sales or any similar transactions. In addition, our directors and executive officers, as well as certain other employees, may purchase or sell Company securities only during window periods of 30 calendar days that generally begin on the second business day following the issuance of our quarterly earnings releases.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis. Based on its review and discussions with management, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Company's Annual Report on Form 10-K for 2012.

COMPENSATION COMMITTEE

William F. Buehler, Chairman

Jenne K. Britell, Ph.D.

Gary M. Pfeiffer

Timothy M. Ring

John B. Ziegler

ADDITIONAL INFORMATION REGARDING EXECUTIVE COMPENSATION**Risk Assessment**

Management has reviewed the Company's significant compensation programs for employees other than the Company's executive officers to identify any programs that it believes create, individually or in combination, risks that are reasonably likely to have a material adverse effect on the Company. In assessing the risk of these compensation programs, management considered the plan designs, plan operation, plan controls, management oversight and review and competitive norms. The Compensation Committee of our Board of Directors assessed the risk of plans that apply to our executive officers, considering the risk guidelines suggested by the Center on Executive Compensation. In each case, it was concluded that the programs do not encourage imprudent risk taking and that the risks arising from them are not reasonably likely to have a material adverse effect on the Company.

2012 Summary Compensation Table

The following table summarizes the compensation for 2012 for each of our named executive officers. The 2012 compensation of our new President and Chief Executive Officer, Mr. Rusckowski, reflects catch-up and inducement awards that will not be repeated in 2013, because they are not a part of his normal compensation. Please refer to Compensation Discussion and Analysis Executive Summary CEO Compensation beginning on page 17 for a discussion of Mr. Rusckowski's 2012 and estimated target 2013 compensation.

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Bonus	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$) ⁽⁴⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings
Stephen H. Rusckowski President and Chief Executive Officer	2012	682,500	500,000 ⁽⁷⁾	7,268,035	2,679,071	1,365,000	
Robert A. Hagemann Senior Vice President and Chief Financial Officer	2012	571,160		1,728,150	984,089	364,457	
	2011	557,230		2,147,569	1,063,346	438,317	
	2010	557,230		2,214,090	1,095,662	327,233	
Dr. Jon R. Cohen Senior Vice President and Chief Medical	2012	573,900		1,143,978	651,403	379,750	
	2011	563,750		1,393,113	689,730	407,001	
	2010	563,750		1,436,216	710,696	239,100	

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Officer							
Catherine T. Doherty	2012	520,000		1,226,468	698,386	204,022	
Senior Vice President, Clinical Franchises							
Michael E. Prevoznik,	2012	492,135		858,026	488,552	202,218	
Senior Vice President and General Counsel							
<u>Former Executive Officers</u>							
Dr. Surya N. Mohapatra	2012	501,014	615,561 ⁽⁸⁾				497,000
Former Chairman, President and Chief Executive Officer	2011	1,231,122		5,192,553	2,573,074	1,614,001	2,051,000
2010	1,231,120		5,325,706	2,635,510	1,204,959	1,838,000	
Dr. Joan E. Miller	2012	516,000		1,226,468	698,396		
Former Senior Vice President, Pathology and Neurology	2011	501,120		1,393,113	689,730	322,782	
2010	501,119		1,436,216	710,696	231,166		

(1) Includes amounts deferred by named executive officers into a tax-qualified 401(k) plan or the Supplemental Deferred Compensation Plan (SDCP)

(see 2012
Nonqualified
Deferred
Compensation
Table on page
47).

- (2) Represents the aggregate grant date fair value, based on the average of the high and low prices of our common stock on the grant date, of the performance share awards and restricted shares (restricted share units (RSUs) in the case of all named executive officers other than Dr. Mohapatra) granted. Performance share awards are valued at target. If the performance share awards were valued at maximum, the amounts shown in the column would be:

Executive Officer	2010 (\$)	2011 (\$)	2012 (\$)
Rusckowski	N/A	N/A	12,032,569
Hagemann	3,321,135	3,221,353	2,880,250
Cohen	2,154,324	2,089,669	1,906,611
Doherty	N/A	N/A	2,044,113
Prevoznik	N/A	N/A	1,430,045
<u>Former Executive Officers</u>			
Mohapatra	7,988,559	7,788,830	N/A
Miller	2,154,324	2,089,669	2,044,113

(3) Represents the aggregate grant date fair values of the awards. The assumptions made when calculating the amounts in this column are found in footnote 15 to the Consolidated Financial Statements of Quest Diagnostics Incorporated and its Subsidiaries, as filed with the SEC on the Company's Annual Report on Form 10-K for 2012.

(4) Represents payments under the Senior Management Incentive Plan (SMIP) in respect of the year earned

and includes amounts deferred under the SDCP. See the discussion regarding annual incentive compensation in

Compensation Discussion and Analysis beginning on page 17 for further information regarding the performance measures.

- (5) Represents the increase in actuarial value of Dr. Mohapatra's accumulated benefit under the Supplemental Executive Retirement Plan (SERP), plus interest described in the following sentence. Pursuant to the terms of the SERP, payment of Dr. Mohapatra's lump sum benefit was delayed until the first day of the seventh month following his termination of employment in

order to
comply with
Section 409A
of the Internal
Revenue Code
and was
credited with
interest at a
rate of 4.12%
during this
delay period.

- (6) All other
compensation
for 2012
consists of the
following for
the current
named
executive
officers:

	Rusckowski (\$)	Hagemann (\$)	Cohen (\$)	Doherty (\$)	Prevoznik (\$)
Matching contributions under Profit Sharing 401(k) Plan		12,500	11,482	12,500	12,500
Matching credits under SDCP	46,529	37,974	36,545	21,000	26,808
Tax and financial planning		13,750		9,842	10,149
Personal ground transportation	48,050 (a)				
Use of company aircraft	11,539 (b)	8,912 (b)			
Relocation benefits	271,796 (c)				
Legal costs	22,298				
Other	79,145 (d)				
Totals	479,357	73,136	48,027	43,342	49,457

- (a) Includes the
following
expenses
attributable to Mr.
Rusckowski's
personal use of a
company vehicle:
(i) the portion of
the vehicle lease

cost (determined as a percentage of the total use of the vehicle); (ii) the invoiced expenses of the vehicle's driver; and (iii) invoiced vehicle repair and maintenance costs.

- (b) The incremental cost to the Company of personal use of the corporate aircraft. Incremental costs are based on the variable costs that the Company incurred: operating cost per flight hour, including fuel, lubricants and maintenance; landing and parking fees; crew expenses; and small supplies and catering. Excludes non-variable costs that would have been incurred regardless of whether there was any personal use of the aircraft.
- (c) Relocation benefits provided pursuant to the Company's relocation policy for management-level employees. The benefits included travel (including on our corporate aircraft) for trips covered by the

relocation policy, housing and living expenses, closing expenses and other relocation expenses. Travel on the corporate aircraft was valued at the aggregate incremental cost to the Company, as discussed above in note (b).

- (d) Tax gross up provided pursuant to the Company's relocation policy for management level employees. Tax gross up not provided in respect of travel on corporate aircraft.

All other compensation for 2012 consists of the following for Dr. Mohapatra and Dr. Miller:

	Mohapatra (\$)	Miller (\$)
Matching contributions under Profit Sharing 401(k) Plan	12,265	12,500
Matching credits under SDCP		29,439
Benefits continuation	46,086 (a)	82,052 (b)
Use of company aircraft	24,072 (c)	
Legal costs	8,812	
Personal ground transportation	8,621 (d)	
Interest	3,119 (e)	
Security costs	180 (f)	
Severance amount	6,155,610	1,977,496 (g)
Totals	6,258,765	2,101,487

- (a) The value of post-termination medical and other benefits continuation Dr. Mohapatra was entitled to under his employment agreement.

- (b) The value of

post-termination
medical and
other benefits
continuation Dr.
Miller was
entitled to under
the Executive
Officer
Severance Plan.
Includes a
\$12,500
matching
contribution
under the Profit
Sharing 401(k)
Plan and
\$29,439
matching credit
under the SDCP,
per the terms of
the Executive
Officer
Severance Plan.

- (c) The incremental
cost to the
Company of
personal use of
the corporate
aircraft.
Incremental
costs are based
on the variable
costs that the
Company
incurred:
operating cost
per flight hour,
including fuel,
lubricants and
maintenance;
landing and
parking fees;
crew expenses;
and small
supplies and
catering.
Excludes
non-variable
costs that would
have been

incurred
regardless of
whether there
was any personal
use of the
aircraft.

(d) Includes the
following
expenses
attributable to
personal use of a
company
vehicle: (i) the
portion of the
vehicle lease
cost (determined
as a percentage
of the total use
of the vehicle);
(ii) the invoiced
expenses of the
vehicle's driver;
and (iii) invoiced
vehicle repair
and maintenance
costs.

(e) Interest paid in
respect of Dr.
Mohapatra's
severance
payment and
prorated bonus
payment. These
payments were
delayed for six
months
following his
termination of
employment in
order to comply
with Section
409A of the
Internal Revenue
Code. Pursuant
to Dr.
Mohapatra's
employment
agreement, the
amount payable

earned interest during this period at the six-month LIBOR rate.

- (f) Represents security costs for Dr. Mohapatra's personal residence.
- (g) Includes \$209,496 payable to Dr. Miller pursuant to the Consulting Agreement. See 2012 Potential Payments Upon Termination or Change in Control Other Named Executive Officers beginning on page 48.
- (7) Cash bonus awarded to compensate Mr. Rusckowski for certain forfeitures incurred in connection with the termination of his employment with his prior employer and as a sign on inducement. This amount is refundable if Mr. Rusckowski voluntarily terminates employment without Good Reason or the Company

voluntarily terminates his employment for Cause (as each term is defined in Mr. Rusckowski's employment agreement) at any time prior to the first anniversary of the date that Mr. Rusckowski commenced employment (May 1, 2012). See Employment Agreements Mr. Rusckowski and Compensation Discussion and Analysis Executive Summary CEO Compensation beginning on pages 42 and 19, respectively.

- (8) Cash payment to Dr. Mohapatra pursuant to the terms of the Transition Agreement, in lieu of a pro-rata 2012 annual incentive as provided under his employment agreement. See Employment Agreements Dr. Mohapatra page 43.

2012 Grants of Plan-Based Awards Table

The following table provides information about plan-based awards granted to each named executive officer in 2012.

Name	Grand Date	Board Action Date ⁽¹⁾	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Underlying Securities or Options	All Other Awards: Exercise Price of Stock or Securities	Grant Date	Fair Value of Stock and Option Awards
			Threshold ⁽²⁾	Target ⁽²⁾	Maximum ⁽²⁾	Threshold ⁽³⁾	Target ⁽³⁾	Maximum ⁽³⁾				
Rusckowski	5/1/2012											