

QUEST DIAGNOSTICS INC  
Form 4  
May 12, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HAGEMANN ROBERT**

2. Issuer Name and Ticker or Trading Symbol  
**QUEST DIAGNOSTICS INC  
[DGX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1290 WALL STREET WEST**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/10/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP & Chief Financial Officer**

**LYNDHURST, NJ 07071**

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 05/10/2006                           |  | S                              |   | 16,156 D \$ 58.2511   | 65,296 <sup>(1)</sup>                                    | D   |
| Common Stock                    | 05/11/2006                           |  | M                              |   | 60,000 A \$ 6.585   | 125,296 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 05/11/2006                           |  | M                              |   | 3,594 A \$ 34.79  | 128,890 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 05/11/2006                           |  | S                              |   | 56,734 D \$ 57.7794   | 72,156 <sup>(1)</sup>                                    | D   |
| Common Stock                    | 05/11/2006                           |  | F                              |   | 6,839 D \$ 57.7794  | 65,317 <sup>(1)</sup>                                    | D   |

Edgar Filing: QUEST DIAGNOSTICS INC - Form 4

Common Stock 05/10/2006 I 3,120 D \$ 58.37 1,673 I 401k/SDCP (2)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 6.585   | 05/11/2006                           |  | M                              | 60,000  | 07/31/2002 08/16/2009                                    | Common Stock  | 60,000                     |                            |
| Stock Options (Right to buy)               | \$ 34.7875   | 05/11/2006                           |  | M                              | 3,594   | 08/16/2000 01/13/2008                                    | Common Stock  | 3,594                      |                            |
| Stock Options (Right to buy)               | \$ 57.7794   | 05/11/2006                           |  | A                              | 6,839   | 05/11/2007 08/16/2009                                    | Common Stock  | 6,839                      |                            |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| HAGEMANN ROBERT<br>1290 WALL STREET WEST<br>LYNDHURST, NJ 07071 |               |           | SVP & Chief Financial Officer |       |

## Signatures

Leo C. Farrenkopf, Jr., atty-in-fact for Robert A. Hagemann

05/12/2006

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- These underlying shares were acquired on a periodic basis by the trustee of the Company's tax qualified Profit Sharing (401(k) and/or Supplemental Deferred Compensation Plan. The information was obtained from the plan administrator as of a recent date. The number of shares is based on the account balance of the Company stock fund under the plan (which includes some money market instruments) divided by the market price of the Company's stock as of that date.
- (2) On June 20, 2005, the Company effected a 2-for-1 stock split of its Common Stock in the form of a 100% stock dividend. All prior holdings, including stock options, have been adjusted to reflect the stock split.
  - (1) this is a database error. There are no exercisable options remaining on this grant.
  - (3) This is a database error. There are no exercisable options remaining on this grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.