

QUEST DIAGNOSTICS INC
Form 4
November 01, 2011

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZIEGLER JOHN B

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O QUEST DIAGNOSTICS INCORPORATED, 3 GIRALDA FARMS

(Street)

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

MADISON, NJ 07940

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/28/2011		M		998 A \$ 52.69	19,677	D
Common Stock	10/28/2011		M		10,000 A \$ 53.2675	29,677	D
Common Stock	10/28/2011		M		926 A \$ 52.91	30,603	D
Common Stock	10/28/2011		M		1,073 A \$ 50.655	31,676	D
	10/28/2011		S		12,997 D	18,679	D

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Common Stock \$ 57.2825
(2)

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

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

1. Title of 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 52.69	10/28/2011		M	998	04/01/2005 04/01/2012	Common Stock 998
Stock Options (Right to Buy)	\$ 53.2675	10/28/2011		M	10,000	<u>(1)</u> 05/10/2012	Common Stock 10,000
Stock Options (Right to Buy)	\$ 52.91	10/28/2011		M	926	07/01/2005 07/01/2012	Common Stock 926
Stock Options (Right to Buy)	\$ 50.655	10/28/2011		M	1,073	10/01/2005 10/01/2012	Common Stock 1,073

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIEGLER JOHN B C/O QUEST DIAGNOSTICS INCORPORATED	X			

3 GIRALDA FARMS
MADISON, NJ 07940

Signatures

/s/William J. O'Shaughnessy, Jr., Attorney in Fact for John B.
Ziegler

11/01/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options vested in three installments beginning with the first on May 10, 2006, the second on May 10, 2007 and the final on May 10, 2008.

This transaction was executed in multiple trades at prices ranging from \$57.26 to \$57.35. The price reported above reflects the weighted
- (2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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