

QUEST DIAGNOSTICS INC
Form 4
February 23, 2009

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 *
PREVOZNIK MICHAEL E

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)
02/19/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & General Counsel

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 | | 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 | 02/19/2009 | | M | | 104 | A | \$ 6.585 | 41,355 | D | |
| Common Stock | 02/19/2009 | | M | | 4,150 | A | \$ 31.7375 | 45,505 | D | |
| Common Stock | 02/19/2009 | | M | | 9,124 | A | \$ 41.14 | 54,629 | D | |
| Common Stock | 02/19/2009 | | M | | 5,552 | A | \$ 47.4513 | 60,181 | D | |
| | 02/19/2009 | | S | | 18,930 | D | | 41,251 ⁽²⁾ | D | |

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| | | | | |
|-----------------|-----------------------------|----------------------|---|-----------|
| Common Stock | \$ 50.8177 <u>(1)</u> | | | |
| Common Stock | | 4,273 ⁽³⁾ | I | 401k/sdcp |

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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 6.585 | 02/19/2009 | | M | 104 | <u>(4)</u> 08/16/2009 | Common Stock | 104 |
| Stock Options (Right to Buy) | \$ 31.7375 | 02/19/2009 | | M | 4,150 | 04/17/2003 08/16/2009 | Common Stock | 4,150 |
| Stock Options (Right to Buy) | \$ 41.14 | 02/19/2009 | | M | 9,124 | 01/29/2005 08/16/2009 | Common Stock | 9,124 |
| Stock Options (Right to Buy) | \$ 47.4513 | 02/19/2009 | | M | 5,552 | 01/31/2006 08/16/2009 | Common Stock | 5,552 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PREVOZNIK MICHAEL E
C/O QUEST DIAGNOSTICS INCORPORATED
3 GIRALDA FARMS
MADISON, NJ 07940

SVP &
General
Counsel

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Michael E.
Prevoznik

02/23/2009

__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) This transaction was executed in multiple trades at prices ranging from \$50.80 to \$50.92. The price reported above reflects the weighted 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.
 - (2) The amount includes exempt purchases made under the Company's stock purchase plan since the date of the last filing on Form 4. 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 current date.
 - (3) The number of shares is based on the account balance of the Company stock fund under each Plan (which includes some money market instruments) divided by the market price of the Company's stock as of that date.
 - (4) The options awarded on August 16, 1999 vested in four equal annual installments beginning on August 16, 2000 through August 16, 2003.

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.