

DEADY CONAN R
Form 4
February 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
DEADY CONAN R

2. Issuer Name and Ticker or Trading Symbol
IDEXX LABORATORIES INC /DE [IDXX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ONE IDEXX DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp VP, General Counsel & Sec

WESTBROOK, ME 04092

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/14/2013 | | M | | 3,449 | A | \$ 56.95 |
| Common Stock | 02/14/2013 | | M | | 2,401 | A | \$ 77.59 |
| Common Stock | 02/14/2013 | | M | | 3,772 | A | \$ 34.37 |
| Common Stock | 02/14/2013 | | S | | 9,622 | D | \$ 92.0428 <u>(1)</u> |
| Common Stock | 02/14/2013 | | M | | 243 | A | \$ 0 |

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| | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|-------|---|
| Common Stock | 02/14/2013 | | M | 258 | A | \$ 0 | 1,683 | D |
| Common Stock | 02/14/2013 | | M | 375 | A | \$ 0 | 2,058 | D |
| Common Stock | 02/14/2013 | | M | 363 | A | \$ 0 | 2,421 | D |
| Common Stock | 02/14/2013 | | M | 300 | A | \$ 0 | 2,721 | D |
| Common Stock | 02/14/2013 | | F | 496 | D | \$ 91.68 | 2,225 | D |

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

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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 |
| Non-Qualified Stock Option (right to buy) | \$ 56.95 | 02/14/2013 | | M | 1,693 | <u>(2)</u> 02/13/2015 | Common Stock | 1,693 | |
| Non-Qualified Stock Option (right to buy) | \$ 77.59 | 02/14/2013 | | M | 2,401 | <u>(3)</u> 02/13/2018 | Common Stock | 2,401 | |
| Non-Qualified Stock Option (right to buy) | \$ 34.37 | 02/14/2013 | | M | 3,772 | <u>(4)</u> 02/13/2016 | Common Stock | 3,772 | |
| Incentive Stock Option (right to buy) | \$ 56.95 | 02/14/2013 | | M | 1,756 | <u>(5)</u> 02/13/2015 | Common Stock | 1,756 | |
| Restricted Stock Unit | <u>(6)</u> | 02/14/2013 | | M | 243 | <u>(6)</u> <u>(6)</u> | Common Stock | 243 | |

| | | | | | | | | |
|-----------------------|-------------|------------|---|-----|-------------|-------------|--------------|-----|
| Restricted Stock Unit | <u>(7)</u> | 02/14/2013 | M | 258 | <u>(7)</u> | <u>(7)</u> | Common Stock | 258 |
| Restricted Stock Unit | <u>(8)</u> | 02/14/2013 | M | 375 | <u>(8)</u> | <u>(8)</u> | Common Stock | 375 |
| Restricted Stock Unit | <u>(9)</u> | 02/14/2013 | M | 363 | <u>(9)</u> | <u>(9)</u> | Common Stock | 363 |
| Restricted Stock Unit | <u>(10)</u> | 02/14/2013 | M | 300 | <u>(10)</u> | <u>(10)</u> | Common Stock | 300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEADY CONAN R ONE IDEXX DRIVE WESTBROOK, ME 04092 | | | Corp VP, General Counsel & Sec | |

Signatures

Conan R. Deady 02/19/2013

 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 sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from \$92.00 to \$92.10, inclusive. The reporting person hereby undertakes to provide upon request to SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (2) Grant of options to buy shares of common stock becomes exercisable as to 3,449 shares on 02/14/2009 and 02/14/2010, 3,448 shares on 02/14/2011 and 02/14/2012, and the remaining 1,693 shares on 02/14/2013.
- (3) Grant of options to buy shares of common stock becomes exercisable as to 2,401 shares on 02/14/2012, 02/14/2013, 02/14/2014 and 02/14/2015, and the remaining 1,112 shares on 02/14/2016.
- (4) Grant of options to buy shares of common stock becomes exercisable as to 3,772 shares on 02/14/2010 and 02/14/2013, 3,773 shares on 02/14/2011 and 02/14/2012, and the remaining 863 shares on 02/14/2014.
- (5) Grant of options to buy shares of common stock becomes exercisable as to 1 share on 02/14/2011, and the remaining 1,755 shares on 02/14/2013.
- (6) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2013) of the date of grant.
- (7) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2012) of the date of grant.
- (8) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2011) of the date of grant.
- (9) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2010) of the date of grant.
- (10) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2009) of the date of grant.

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