

BRADLEY EDWARD  
Form 4  
October 12, 2010

**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 \*  
**BRADLEY EDWARD**

2. Issuer Name and Ticker or Trading Symbol  
**NEOGEN CORP [NEOG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/07/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President**

(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

(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 or Price   |  |   |
| Common Stock                    | 10/07/2010                           |  | M                              |   | 745 A \$ 18.186   | 110,265  | D   |
| Common Stock                    | 10/07/2010                           |  | S                              |   | 745 D \$ 34.0412  | 109,520  | D   |
| Common Stock                    | 10/08/2010                           |  | M                              |   | 2,296 A \$ 18.186   | 111,816  | D   |
| Common Stock                    | 10/08/2010                           |  | S                              |   | 2,296 D \$ 34.0685  | 109,520  | D   |
| Common Stock                    | 10/11/2010                           |  | M                              |   | 1,467 A \$ 6.753  | 110,987  | D   |

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|              |            |   |       |   |           |         |   |                           |
|--------------|------------|---|-------|---|-----------|---------|---|---------------------------|
| Common Stock | 10/11/2010 | S | 1,467 | D | \$ 34     | 109,520 | D |                           |
| Common Stock | 10/11/2010 | M | 239   | A | \$ 18.186 | 109,759 | D |                           |
| Common Stock | 10/11/2010 | S | 239   | D | \$ 34     | 109,520 | D |                           |
| Common Stock |            |   |       |   |           | 14,012  | I | Held by Neogen 401-K Plan |

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

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(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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Common Stock Options (Right to buy)        | \$ 18.186  | 10/07/2010                           |  | M                              | 745   | <u>(1)</u> 08/15/2013                                    | Common Stock  | 745                           |                            |
| Common Stock Options (Right to buy)        | \$ 18.186  | 10/08/2010                           |  | M                              | 2,296   | <u>(1)</u> 08/15/2013                                    | Common Stock  | 2,296                         |                            |
| Common Stock Options (Right to buy)        | \$ 6.753   | 10/11/2010                           |  | M                              | 1,467   | <u>(2)</u> 10/10/2013                                    | Common Stock  | 1,467                         |                            |

|                              |           |            |   |     |            |            |                 |     |  |
|------------------------------|-----------|------------|---|-----|------------|------------|-----------------|-----|--|
| Common<br>Stock              |           |            |   |     |            |            |                 |     |  |
| Options<br>(Right to<br>buy) | \$ 18.186 | 10/11/2010 | M | 239 | <u>(1)</u> | 08/15/2013 | Common<br>Stock | 239 |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                |       |
|--------------------------------|---------------|-----------|----------------|-------|
|                                | Director      | 10% Owner | Officer        | Other |
| BRADLEY EDWARD                 |               |           | Vice President |       |

## Signatures

|  |            |
|--|------------|
| Richard R. Current<br>(Attorney-in-fact) | 10/12/2010 |
|--|------------|

\*\*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 were granted 8/15/08 as Non-Qualified options and became exercisable 20% yearly thereafter.

(2) The options were granted 10/10/03 as Non-Qualified options and became exercisable 33% yearly thereafter.

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