

QUEST DIAGNOSTICS INC
Form 4
February 01, 2012

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 *
MOHAPATRA SURYA N

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)
01/30/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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	(A) or (D)	Price			
Common Stock	01/30/2012		S		90,000	D		\$ 58.1724 (3)	200,126	D	
Common Stock	02/01/2012		M(1)		20,556	A		\$ 48.74	220,682	D	
Common Stock	02/01/2012		S(1)		20,556	D		\$ 58.3784 (4)	200,126	D	
Common									5,208 (5)	I	401(k)/SDCP

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The exercise and sale reported were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on February 15, 2011.

- (2) The options vested in three annual installments on February 22, 2006, February 22, 2007 and February 22, 2008.
- (3) This transaction was executed in multiple trades at prices ranging from \$58.00 to \$58.34. 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.
- (4) This transaction was executed in multiple trades at prices ranging from \$58.25 to \$58.65. 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.
- (5) These underlying shares were acquired on a periodic basis by the trustee of the Company's tax qualified Profit Sharing (401(k)) and Supplemental Deferred Compensation Plans. 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 plans (which include some money market instruments) divided by the market price of the Company's stock as of that date.
- (6) Shares held in Grantor Retained Annuity Trusts.

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.