

QUEST DIAGNOSTICS INC  
Form 4  
November 07, 2008

**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 \*  
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)  
11/05/2008

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 Beneficial Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |         |   |  |
|                                 |                                      |  | Code                           | V   | Amount  |  |   |         |   |  |
| Common Stock                    | 11/05/2008                           |  | M                              |   | 75,421  | A  | \$ 47.6714  | 241,484 | D |  |
| Common Stock                    | 11/05/2008                           |  | S                              |   | 75,421  | D  | \$ 47.6714  | 166,063 | D |  |
| Common Stock                    | 11/06/2008                           |  | M                              |   | 32,579  | A  | \$ 46.3891  | 198,642 | D |  |
| Common Stock                    | 11/06/2008                           |  | S                              |   | 32,579  | D  | \$ 46.3891  | 166,063 | D |  |
|                                 | 11/06/2008                           |  | M                              |   | 5,950   | A  |   | 172,013 | D |  |

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|              |            |   |       |   |            |                      |               |
|--------------|------------|---|-------|---|------------|----------------------|---------------|
| Common Stock |            |   |       |   | \$ 46.3891 |                      |               |
| Common Stock | 11/06/2008 | S | 5,950 | D | \$ 46.3891 | 166,063              | D             |
| Common Stock | 11/06/2008 | M | 6,282 | A | \$ 46.3891 | 172,345              | D             |
| Common Stock | 11/06/2008 | S | 6,282 | D | \$ 46.3891 | 166,063              | D             |
| Common Stock |            |   |       |   |            | 5,088 <sup>(1)</sup> | I 401(k)/sdcp |

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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 6.585   | 11/05/2008                           |  | M                              | 75,421  | 08/16/2000 08/16/2009                                    | Common Stock  | 75,421 |                            |
| Stock Options (Right to Buy)               | \$ 6.585   | 11/06/2008                           |  | M                              | 32,579  | 08/16/2000 08/16/2009                                    | Common Stock  | 32,579 |                            |
| Stock Options (Right to Buy)               | \$ 32.035  | 11/06/2008                           |  | M                              | 5,950   | 04/17/2003 02/03/2009                                    | Common Stock  | 5,950  |                            |
| Stock Options (Right to Buy)               | \$ 41.409  | 11/06/2008                           |  | M                              | 6,282   | 05/14/2005 02/03/2009                                    | Common Stock  | 6,282  |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| MOHAPATRA SURYA N<br>C/O QUEST DIAGNOSTICS INCORPORATED<br>3 GIRALDA FARMS<br>MADISON, NJ 07940 | X             |           | Chairman, President & CEO |       |

## Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Surya N.

Mohapatra

11/07/2008

\_\_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) 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. 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.

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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