

QUEST DIAGNOSTICS INC
Form 4
November 05, 2014

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 *
Doherty Catherine T.

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)
11/03/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Physician Services Bus.

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	11/03/2014		M ⁽¹⁾	23,667 A \$ 47.49	99,850	D	
Common Stock	11/03/2014		S ⁽¹⁾	23,667 D \$ 62.1925	76,183 ⁽³⁾	D	
Common Stock					3,600 ⁽⁴⁾	I	401(k)/SDCP

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
Stock Options (Right to Buy)	\$ 47.49	11/03/2014		M ⁽¹⁾	23,667	⁽⁵⁾ 03/04/2015	Common Stock	23,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Doherty Catherine T. C/O QUEST DIAGNOSTICS INCORPORATED 3 GIRALDA FARMS MADISON, NJ 07940			SVP, Physician Services Bus.	

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Catherine T. Doherty
 11/05/2014

__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 exercise and sale reported were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on July 31, 2014.
- (2) This transaction was executed in multiple trades at prices ranging from \$61.85 to \$62.79. 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.
- (3) The amount includes exempt purchases made under the Company's stock purchase plan since the date of the last filing on Form 4.
- (4)

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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.

- (5) The options vested in three equal installments beginning with the first on March 4, 2009, the second on March 4, 2010 and the final on March 4, 2011.

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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