## Edgar Filing: NEOGEN CORP - Form 4

Form 4											
November 2 FORN Check th	<b>4</b> UNITE	06 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PROVAL 3235-0287	
if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed p inue.	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							Expires: January 31 2005 Estimated average burden hours per response 0.5		
(Print or Type I	Responses)										
HERBERT JAMES L Symbo			Symbol	ssuer Name <b>and</b> Ticker or Trading ool DGEN CORP [NEOG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mont			(Month/D	Date of Earliest Transaction onth/Day/Year) /21/2006				X Director 10% Owner X Officer (give title Other (specify below) below) Chairman & CEO			
	(Street)			ndment, Da hth/Day/Year	-	l		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	one Reporting Pe	rson	
LANSING,	MI 48912							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	med n Date, if Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/21/2006			G	350	D	\$ 20.35	445,336 <u>(1)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships							
1	Director	10% Owner	Officer	Other					
HERBERT JAMES L NEOGEN CORP 620 LESHER PLACE LANSING, MI 48912	X		Chairman & CEO						
Signatures									
Richard R. Current POA	11/21/200	6							
**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) Includes 71,125 shares held by Judith A. Herbert wife of James L. Herbert

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.