HERBERT JAMES L

Form 4

November 22, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HERBERT JAMES L			2. Issuer Name and Ticker or Trading Symbol NEOGEN CORP [NEOG]					5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction (Month/Day/Year)			X Director	ck all applicable	Owner		
NEOGEN CORP, 620 LESHER PLACE			11/18/2011					_X_ Officer (give title Other (specify below) Chairman & CEO		
	(Street)			ndment, Da nth/Day/Year	U	1		6. Individual or Jo Applicable Line) _X_ Form filed by 0	One Reporting Pe	rson
LANSING,	MI 48912							Form filed by M Person	More than One Re	porting
(City)	(State)	(Zip)	Tabl	e I - Non-I	D erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution		3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	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	11/18/2011			S	7,000	D	\$ 36.74	824,053	D	
Common Stock								194,320	I	See Footnote (1)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.										

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

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and	8. Price of	9. Nu
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of	Derivative	Deriv
Security or Exercise any Code of (Month/Day/Year) Underlying	Security	Secui
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities	(Instr. 5)	Bene
Derivative Securities (Instr. 3 and 4)	Own
Security Acquired		Follo
(A) or		Repo
Disposed		Trans
of (D)		(Instr
(Instr. 3,		
4, and 5)		
Amour	nt .	
or		
Date Expiration Title Number	r	
Exercisable Date of	1	
Code V (A) (D) Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HERBERT JAMES L								
NEOGEN CORP	X		Chairman & CEO					
620 LESHER PLACE	Λ		Chairman & CEO					
LANSING, MI 48912								

Signatures

Steven J. Quinlan (Attorney in Fact) 11/22/2011

**Signature of Reporting Person Date
Description
Descr

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 shares are held for the benefit of Judith Herbert, spouse of James 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.

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