

KODILLA KENNETH V
 Form 4
 July 29, 2009

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

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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 *
KODILLA KENNETH V

2. Issuer Name **and** Ticker or Trading Symbol
NEOGEN CORP [NEOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice President

(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

MI

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/27/2009		M		407 A \$ 13.63	1,076	D
Common Stock	07/27/2009		M		407 D \$ 29.5	669	D
Common Stock	07/27/2009		M		2,808 A \$ 13.53	3,477	D
Common Stock	07/27/2009		M		2,808 D \$ 29.5	669	D
Common Stock	07/27/2009		M		6,300 A \$ 12.27	6,969	D

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Common Stock	07/27/2009	F	2,660	D	\$ 29.06	4,309	D	
Common Stock	07/28/2009	M	230	A	\$ 13.53	4,539	D	
Common Stock	07/28/2009	M	230	D	\$ 29.5	4,309	D	
Common Stock	07/28/2009	M	1,162	A	\$ 13.53	5,471	D	
Common Stock	07/28/2009	M	1,162	D	\$ 29.25	4,309	D	
Common Stock						2,407	I	By 401-K

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)	8. Amount or Number of Shares
Employee Common Stock Option (right to buy)	\$ 13.63	07/27/2009		M	407	<u>(1)</u> 12/21/2010	Common Stock	407
Employee Common Stock Option (right to buy)	\$ 12.27	07/27/2009		M	6,300	<u>(2)</u> 10/31/2010	Common Stock	6,300

Employee Common Stock Option (right to buy)	\$ 13.53	07/27/2009	M	2,808	(3)	11/03/2011	Common Stock	2,808
Employee Common Stock Options	\$ 13.53	07/28/2009	M	1,392	(3)	11/03/2011	Common Stock	1,392

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KODILLA KENNETH V MI			Vice President	

Signatures

Richard R. Current
(Attorney-in-Fact)

07/29/2009

__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) The options were granted 12/21/04 and became exercisable 20% yearly beginning 12/21/05
 - (2) The options were granted 10/31/05 and became exercisable 20% yearly beginning 10/31/06.
 - (3) The options were granted 11/3/06 and became exercisable 20% yearly beginning 11/3/07

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.