

KODILLA KENNETH V
 Form 4
 July 29, 2009

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

(Street)

MI

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | | 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.

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.

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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 |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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 | <u>(3)</u> | 11/03/2011 | Common Stock | 2,808 |
| Employee Common Stock Options | \$ 13.53 | 07/28/2009 | M | 1,392 | <u>(3)</u> | 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.
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