MORRICAL TERRI A Form 5

July 01, 2008 **OMB APPROVAL** FORM 5

**OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported

	Address of Reporting I	Symbol	Name <b>and</b> 110 EN CORP [1		S. Relationship of Issuer	, ,	, ,
(Last)	(First) (M	Middle) 3. Statem (Month/E 05/31/2	Day/Year)	Fiscal Year Ended	Director _X_ Officer (give below)		Owner
	(Street)		endment, Date nth/Day/Year)	Original	6. Individual or Jo	vint/Group Reports	
Â					_X_ Form Filed by 0 Form Filed by M Person	One Reporting Pe More than One Re	
(City)	(State)	(Zip) Tabl	le I - Non-Der	ivative Securities Acqu	ired, Disposed of	, or Beneficial	y 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 at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

4) (D) Amount Price Common Â Â 04/02/2008  $S^{(1)}$ 688 16,857 D 26.34 Stock

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.

**SEC 2270** (9-02)

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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of
Derivat	ive Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amount of	Derivative
Security	y or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)
	Derivative				Securities			(Instr. 3 and 4)	
	Security				Acquired				
	•				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					(A) (D)	Date	Evniration	Title Amount	
					(A) (D)		*		
						Exercisable	Date	or Normhair	
								Number	
								of	
								Shares	

of D

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Treporting of their remover removes	Director	10% Owner	Officer	Other		
MORRICAL TERRI A	Â	Â	Vice President	Â		
Â						

## **Signatures**

Richard R.
Current POA

\*\*\*Signature of Reporting

Date

Person

## **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) Sale represents sale of shares from Neogen Corporation Employee Stock Purchase Plan reported as part of a Form 5 report of tranactions in a corporate plan

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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