

QUEST DIAGNOSTICS INC

Form 4

February 13, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PREVOZNIK MICHAEL E

2. Issuer Name **and** Ticker or Trading
Symbol
QUEST DIAGNOSTICS INC
[DGX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O QUEST DIAGNOSTICS
INCORPORATED, 3 GIRALDA
FARMS

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & General Counsel

(Street)
MADISON, NJ 07940

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	02/11/2009		A	9,678 A \$ 0	41,251 ⁽²⁾ ⁽³⁾	D	
Common Stock					4,273 ⁽⁴⁾	I	401k/sdcp

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

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SEC 1474
(9-02)

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 51.2	02/11/2009		A	30,000	(5) 02/11/2019(6)	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PREVOZNIK MICHAEL E C/O QUEST DIAGNOSTICS INCORPORATED 3 GIRALDA FARMS MADISON, NJ 07940	SVP & General Counsel

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Michael E. Prevoznik 02/13/2009

__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) Represents an award of restricted share units granted on February 11, 2009.
- (2) The amount includes exempt purchases made under the Company's stock purchase plan since the date of the last filing on Form 4.
- (3) The amount includes approximately 157 shares acquired via dividend reinvestment during 2008 pursuant to a dividend reinvestment plan, sponsored by a broker-dealer, that essentially mirrors a dividend reinvestment plan sponsored by the registrant.
- (4) These underlying shares were acquired on a periodic basis by the trustee of the Company's tax qualified Profit Sharing (401(k)) and/or Supplemental Deferred Compensation Plan. The information was obtained from the plan administrator as of a current date. The number of shares is based on the account balance of the Company stock fund under each Plan (which includes some money market instruments) divided by the market price of the Company stock as of that date.
- (5) The options vest in three equal annual installments beginning on the first anniversary of the date of grant.
- (6) The plan pursuant to which the stock options were granted has been amended, subject to approval of the Issuer's stockholders, to provide for a maximum option term of ten years from the grant date. If stockholders fail to approve the plan amendments at the 2009 annual meeting of stockholders, the term of the options reported on herein will revert to seven years (so that the expiration

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date will be 2/11/2016) in accordance with the terms of the plan prior to amendment.

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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