

QUEST DIAGNOSTICS INC

Form 4

April 05, 2011

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 *
HAGEMANN ROBERT

(Last) (First) (Middle)

**C/O QUEST DIAGNOSTICS
INCORPORATED, 3 GIRALDA
FARMS**

(Street)

MADISON, NJ 07940

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) (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	04/01/2011		M ⁽¹⁾	1,650 A	\$ 35.5325	141,291	D
Common Stock	04/01/2011		S ⁽¹⁾	1,650 D	\$ 57.7971 (4)	139,641	D
Common Stock	04/01/2011		M ⁽¹⁾	2,500 A	\$ 48.74	142,141	D
Common Stock	04/01/2011		S ⁽¹⁾	2,500 D	\$ 57.7713	139,641 (6)	D

(5)

Common Stock 1,758 ⁽⁷⁾ I SDCP

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

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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. 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)	\$ 35.5325	04/01/2011		M ⁽¹⁾	1,650	⁽²⁾ 02/27/2012	Common Stock	1,650
Stock Options (Right to Buy)	\$ 48.74	04/01/2011		M ⁽¹⁾	2,500	⁽³⁾ 02/22/2012	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAGEMANN ROBERT
C/O QUEST DIAGNOSTICS INCORPORATED
3 GIRALDA FARMS
MADISON, NJ 07940

SVP & Chief Financial Officer

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Robert Hagemann

04/05/2011

__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 exercise and sale reported were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on February 7, 2011.
- (2) The options vested in three annual installments on February 27, 2003, February 27, 2004 and February 27, 2005.
- (3) The options vested in three annual installments on February 22, 2006, February 22, 2007 and February 22, 2008.
This transaction was executed in multiple trades at prices ranging from \$57.66 to \$57.96. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$57.62 to \$57.96. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) The amount includes exempt purchases made under the Company's stock purchase plan.
These underlying shares were acquired on a periodic basis by the trustee of the Company's Supplemental Deferred Compensation Plan.
- (6) The information was obtained from the plan administrator as of a recent date. The number of shares is based on the account balance of the Company stock fund under the plan (which includes some money market instruments), divided by the market price of the Company's stock as of that date.
- (7)

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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