

IDEXX LABORATORIES INC /DE

Form 4

February 19, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AYERS JONATHAN W

(Last) (First) (Middle)

ONE IDEXX DRIVE

(Street)

WESTBROOK, ME 04092

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

IDEXX LABORATORIES INC /DE  
[IDXX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman, President & CEO

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) (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                    | 02/14/2014                           |                                                    | M                              |                                                                   | 2,911  | A          | \$ 34.37 | 392,576                                                                                       | D                                                        |                                   |
| Common Stock                    | 02/14/2014                           |                                                    | M                              |                                                                   | 1,080  | A          | \$ 0     | 393,656                                                                                       | D                                                        |                                   |
| Common Stock                    | 02/14/2014                           |                                                    | M                              |                                                                   | 1,200  | A          | \$ 0     | 394,856                                                                                       | D                                                        |                                   |
| Common Stock                    | 02/14/2014                           |                                                    | M                              |                                                                   | 1,200  | A          | \$ 0     | 396,056                                                                                       | D                                                        |                                   |
| Common Stock                    | 02/14/2014                           |                                                    | M                              |                                                                   | 1,600  | A          | \$ 0     | 397,656                                                                                       | D                                                        |                                   |

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|              |            |   |       |   |        |         |   |
|--------------|------------|---|-------|---|--------|---------|---|
| Common Stock | 02/14/2014 | M | 1,600 | A | \$ 0   | 399,256 | D |
| Common Stock | 02/14/2014 | F | 3,330 | D | \$ 124 | 395,926 | D |
| Common Stock |            |   |       |   |        | 49,000  | I |

By Ayers  
Family  
Trust

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |       | 7. Title and An<br>Underlying Sec<br>(Instr. 3 and 4) |                    |                 |                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------|-------------------------------------------------------|--------------------|-----------------|------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D)   | Date<br>Exercisable                                   | Expiration<br>Date | Title           | A<br>c<br>N<br>c |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 34.37                                                           | 02/14/2014                              |                                                             | M                                    |                                                                                                        |                                                                | 2,911 | <u>(1)</u>                                            | 02/13/2016         | Common<br>Stock |                  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 124                                                             | 02/14/2014                              |                                                             | A                                    |                                                                                                        | 44,535                                                         |       | <u>(2)</u>                                            | 02/13/2024         | Common<br>Stock | 4                |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 124                                                             | 02/14/2014                              |                                                             | A                                    |                                                                                                        | 806                                                            |       | <u>(3)</u>                                            | 02/13/2024         | Common<br>Stock |                  |
| Restricted<br>Stock Unit                            | <u>(4)</u>                                                         | 02/14/2014                              |                                                             | A                                    |                                                                                                        | 4,435                                                          |       | <u>(4)</u>                                            | <u>(4)</u>         | Common<br>Stock |                  |
| Restricted<br>Stock Unit                            | <u>(5)</u>                                                         | 02/14/2014                              |                                                             | M                                    |                                                                                                        |                                                                | 1,080 | <u>(5)</u>                                            | <u>(5)</u>         | Common<br>Stock |                  |
| Restricted<br>Stock Unit                            | <u>(6)</u>                                                         | 02/14/2014                              |                                                             | M                                    |                                                                                                        |                                                                | 1,200 | <u>(6)</u>                                            | <u>(6)</u>         | Common<br>Stock |                  |
| Restricted<br>Stock Unit                            | <u>(7)</u>                                                         | 02/14/2014                              |                                                             | M                                    |                                                                                                        |                                                                | 1,200 | <u>(7)</u>                                            | <u>(7)</u>         | Common<br>Stock |                  |
| Restricted<br>Stock Unit                            | <u>(8)</u>                                                         | 02/14/2014                              |                                                             | M                                    |                                                                                                        |                                                                | 1,600 | <u>(8)</u>                                            | <u>(8)</u>         | Common<br>Stock |                  |

|                          |     |            |   |       |     |     |                 |
|--------------------------|-----|------------|---|-------|-----|-----|-----------------|
| Restricted<br>Stock Unit | (9) | 02/14/2014 | M | 1,600 | (9) | (9) | Common<br>Stock |
|--------------------------|-----|------------|---|-------|-----|-----|-----------------|

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                           |       |
|------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                   | Other |
| AYERS JONATHAN W<br>ONE IDEXX DRIVE<br>WESTBROOK, ME 04092 |               | X         | Chairman, President & CEO |       |

## Signatures

|                                                               |            |
|---------------------------------------------------------------|------------|
| Jennifer L. Panciocco, Attorney-in-Fact for Jonathan W. Ayers | 02/19/2014 |
|---------------------------------------------------------------|------------|

\_\_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) Grant of options to buy shares of common stock becomes exercisable as to 1 share on 02/14/2010 and 02/14/2013, and the remaining 2,909 shares on 02/14/2014.
  - (2) Grant of options to buy shares of common stock becomes exercisable as to 9,069 shares on 02/14/2015, 9,068 shares on 02/14/2016, 02/14/2017 and 02/14/2018, and the remaining 8,262 shares on 02/14/2019.
  - (3) Grant of options to buy shares of common stock that vest on the fifth anniversary date (02/14/2019) of the grant.
  - (4) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2015) of the date of grant.
  - (5) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2014) of the date of grant.
  - (6) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2013) of the date of grant.
  - (7) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2012) of the date of grant.
  - (8) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2011) of the date of grant.
  - (9) Each restricted stock unit represents a contingent right to receive one share of IDEXX Laboratories, Inc. common stock. The restricted stock units vest in five equal annual installments, beginning on the first anniversary date (02/14/2010) of the date of grant.

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.