

IDEXX LABORATORIES INC /DE

Form 4

February 16, 2006

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 *
FRATONI S SAM

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

IDEXX LABORATORIES INC /DE
[IDXX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE IDEXX DRIVE

(Street)

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

02/14/2006

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

Vice President and CIO

WESTBROOK, ME 04092

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/14/2006		A	313 ⁽¹⁾	A 76.67 7,549 ⁽¹⁾	D	

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

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information contained in this form are not
required to respond unless the form
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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)**

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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
Incentive Stock Option (right to buy)	\$ 76.67	02/14/2006		A		1,065		(2)	02/13/2016	Common Stock	1,065
Non-Qualified Stock Option (right to buy)	\$ 76.67	02/14/2006		A		4,263		(2)	02/13/2016	Common Stock	4,263
Restricted Stock Unit	(3)	02/14/2006		A		443		(3)	(3)	Common Stock	443

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
FRATONI S SAM ONE IDEXX DRIVE WESTBROOK, ME 04092			Vice President and CIO	

Signatures

Conan R. Dedy, Attorney-in-Fact for S. Sam
Fratoni, PhD

02/16/2006

 **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).

Represents deferred stock units acquired pursuant to the IDEXX Laboratories, Inc. Executive Deferred Compensation Plan (the "Plan") in accordance with Rule 16b-3. The number of deferred stock units acquired is determined by dividing the amount of cash compensation

(1) deferred pursuant to the Plan (\$24,000) by the closing price of the IDEXX Laboratories, Inc. Common Stock on the date of the deferral. Deferred stock units are issuable only as common stock on a one-for-one basis one year following the Executive's resignation from IDEXX.

(2) Grant of option to buy shares of IDEXX Laboratories, Inc. Common Stock exercisable in five equal annual increments, beginning on February 17, 2007.

(3) 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 increments, beginning on February 17, 2007.

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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