

QUEST DIAGNOSTICS INC
Form 4
February 20, 2009

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BONGIORNO THOMAS F

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Corporate Controller

C/O QUEST DIAGNOSTICS
INCORPORATED, 3 GIRALDA
FARMS

(Street)

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

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

MADISON, NJ 07940

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/18/2009 | | M | 9,200 A \$ 26.075 | 19,039 | D | |
| Common Stock | 02/18/2009 | | F | 4,740 D \$ 50.61 | 14,299 | D | |
| Common Stock | 02/18/2009 | | S | 4,459 D \$ 50.61 (1) | 9,840 | D | |
| Common Stock | 02/19/2009 | | M | 9,200 A \$ 26.075 | 19,040 | D | |
| | 02/19/2009 | | F | 554 D \$ 50.81 | 18,486 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------------|-----------|----------|
| Common Stock | | | | | | | | |
| Common Stock | 02/19/2009 | | S | 8,644 | D | \$ 50.81 (2) | 9,842 (3) | D |
| Common Stock | | | | | | | 2,931 (4) | I 401k |
| Common Stock | | | | | | | 2,200 | I By Ira |

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 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) | \$ 26.075 | 02/18/2009 | | M | 9,200 | (5) 02/21/2011 | Common Stock 9,200 |
| Stock Options (Right to Buy) | \$ 50.61 | 02/18/2009 | | A | 4,740 | 02/18/2010 02/21/2011 | Common Stock 4,740 |
| Stock Options (Right to Buy) | \$ 26.075 | 02/19/2009 | | M | 9,200 | (6) 02/21/2011 | Common Stock 9,200 |
| Stock Options (Right to Buy) | \$ 50.81 | 02/19/2009 | | A | 554 | 02/19/2010 02/21/2011 | Common Stock 554 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BONGIORNO THOMAS F C/O QUEST DIAGNOSTICS INCORPORATED 3 GIRALDA FARMS MADISON, NJ 07940 | | | VP and Corporate Controller | |

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Thomas F. Bongiorno

02/20/2009

__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) This transaction was executed in multiple trades at prices ranging from \$50.60 to \$50.67. 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.
- (2) This transaction was executed in multiple trades at prices ranging from \$50.80 to 50.94. 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.
- (3) The amount includes exempt purchases made under the Company's stock purchase plan since the date of the last filing on Form 4.
- (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 vested in three installments beginning with the first on February 21, 2002, the second on February 21, 2003 and the final on February 21, 2005.
- (6) The options vested in three equal annual installments beginning on February 21, 2002 through February 21, 2004.

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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