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QUEST DIAGNOSTICS INC

Form 8-K

October 27, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): October 21, 2004

Quest Diagnostics Incorporated
One Malcolm Avenue
Teterboro, NJ 07608
(201) 393-5000

1-12215
(Commission file number)

Delaware
(State of Incorporation)

16-1387862
(I.R.S. Employer Identification Number)

Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a
 Provision of the Code of Ethics

On October 21, 2004, the Board of Directors of Quest Diagnostics Incorporated (the "Company") adopted certain amendments to the Company's Code of Business Ethics. Such amendments primarily relate to the following: (i) establishing a process for disclosure and review of a potential conflict of interest with respect to any employee, executive officer or director and (ii) clarifying that any determination that a disclosed relationship or transaction does not constitute an actual conflict of interest will not be considered a waiver of the conflict of interest provisions of the Code of Business Ethics.

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The amended and restated Code of Business Ethics is attached as Exhibit 14 to this 8-K and is available in the Corporate Governance Section of the Company's website at www.questdiagnostics.com.

Item 9.01. Financial Statements and Exhibits

c. Exhibit

14 Code of Business Ethics

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

October 27, 2004

QUEST DIAGNOSTICS INCORPORATED

By: /s/ Michael. E. Prevoznik

Michael E. Prevoznik
Senior Vice President and
General Counsel

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