

QUEST DIAGNOSTICS INC

Form 4

November 18, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cohen Jon R

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)
C/O QUEST DIAGNOSTICS, 3
GIRALDA FARMS

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP and Chief Medical Officer

(Street)
MADISON, NJ 07940

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/14/2014		M		40,000	A	\$ 51.9	99,131	D
Common Stock	11/14/2014		M		21,877	A	\$ 55.65	121,008	D
Common Stock	11/14/2014		S		61,877	D	\$ 63.3395 <u>(1)</u>	59,131	D
Common Stock	11/17/2014		M		18,123	A	\$ 55.65	77,254	D
	11/17/2014		M		38,000	A	\$ 56.82	115,254	D

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Common
Stock

Common Stock	11/17/2014	M	27,360	A	\$ 57.605	142,614	D
Common Stock	11/14/2014	M	14,669	A	\$ 56.12	157,283	D
Common Stock	11/17/2014	S	98,152	D	\$ 63	59,711 <u>(2)</u> <u>(3)</u>	D

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 51.9	11/14/2014		M		40,000		<u>(4)</u>	05/13/2019	Common Stock	40,000
Stock Options (Right to Buy)	\$ 55.65	11/14/2014		M		21,877		<u>(5)</u>	02/10/2020	Common Stock	21,877
Stock Options (Right to Buy)	\$ 55.65	11/17/2014		M		18,123		<u>(5)</u>	02/10/2020	Common Stock	18,123
Stock Options (Right to Buy)	\$ 56.82	11/17/2014		M		38,000		<u>(6)</u>	02/15/2021	Common Stock	38,000
Stock Options (Right to Buy)	\$ 57.605	11/17/2014		M		27,360		<u>(7)</u>	02/27/2022	Common Stock	27,360
Stock Options (Right to Buy)	\$ 56.12	11/14/2014		M		14,669		<u>(8)</u>	02/25/2023	Common Stock	14,669

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cohen Jon R C/O QUEST DIAGNOSTICS 3 GIRALDA FARMS MADISON, NJ 07940	SVP and Chief Medical Officer

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Jon R. Cohen

11/18/2014

__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) This transaction was executed in multiple trades at prices ranging from \$63.00 to \$63.70. 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) The amount includes approximately 418 shares acquired via dividend reinvestment since the date of the last filing on Form 4 pursuant to a dividend reinvestment plan, sponsored by a broker-dealer, that essentially mirrors a dividend reinvestment plan sponsored by the registrant.

(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) The options vested in three equal annual installments beginning with the first on May 13, 2010, the second on May 13, 2011 and the final on May 13, 2012.

(5) The options vested in three equal annual installments beginning with the first on February 10, 2011, the second on February 10, 2012 and the final on February 10, 2013.

(6) The options vested in three equal annual installments beginning with the first on February 15, 2012, the second on February 15, 2013 and the final on February 15, 2014.

(7) The options vest in three equal annual installments beginning on the first annual anniversary of the grant date. The first installment vested on February 27, 2013, the second vested on February 27, 2014 and the final will vest on February 27, 2015.

(8) The options vest in three equal annual installments beginning on the first annual anniversary of the grant date. The first installment vested on February 25, 2014, the second will vest on February 25, 2015 and the final will vest on February 25, 2016.

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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