

QUEST DIAGNOSTICS INC

Form 4

December 15, 2004

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GLAXOSMITHKLINE PLC

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)  
980 GREAT WEST ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2004

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

BRENTFORD  
MIDDLESEX, X0 TW8 9GS

(City) (State) (Zip)

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

**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	12/14/2004		S		2,700,000	D	\$ 94.19
					18,252,154	I	

by  
Corporation  
(4)

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)		8. Price of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Contract to Sell <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)</u> <u>(2)</u> <u>(3)</u>	05/21/2002	<u>(1)(2)(3)</u>	J	0 <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,000,000	<u>(1)</u> <u>(2)</u>
Contract to Sell <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)</u> <u>(2)</u> <u>(3)</u>	05/21/2004	<u>(1)(2)(3)</u>	J	0 <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,000,000	<u>(1)</u> <u>(2)</u>
Contract to Sell <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)</u> <u>(2)</u> <u>(3)</u>	05/21/2002	<u>(1)(2)(3)</u>	J	0 <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,000,000	<u>(1)</u> <u>(2)</u>
Contract to Sell <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)</u> <u>(2)</u> <u>(3)</u>	05/21/2002	<u>(1)(2)(3)</u>	J	0 <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,000,000	<u>(1)</u> <u>(2)</u>
Contract to Sell <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)</u> <u>(2)</u> <u>(3)</u>	05/21/2002	<u>(1)(2)(3)</u>	J	0 <u>(1)</u> <u>(2)</u> <u>(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,000,000	<u>(1)</u> <u>(2)</u>

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GLAXOSMITHKLINE PLC  
980 GREAT WEST ROAD  
BRENTFORD MIDDLESEX, X0 TW8 9GS

X

## Signatures

Donald F. Parman, Vice Pres & Assoc General  
Counsel

12/15/2004

\*\*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).

As previously reported on Form 4 dated June 7, 2002, SmithKline Beecham Corporation ("SKB") and Lehman Brothers Finance S.A. ("Lehman") entered into five transactions (each, a "Transaction") governed by an ISDA Master Agreement (along with the Schedule and Credit Support annex thereto, the "ISDA Master Agreement") each of which relates to 1,000,000 shares of Common Stock of the Issuer (the "Shares"). SKB has agreed to sell to Lehman, for settlement on dates ranging from July 13, 2006 through July 26, 2006 ("Transaction 1"), from December 13, 2006 through December 27, 2006 ("Transaction 2"), from May 11, 2007 through May 24, 2007 ("Transaction 3"), from October 12, 2007 through October 25, 2007 ("Transaction 4"), and from March 13, 2008 through March 27, 2008 ("Transaction 5"), a number of Shares to be determined based on a formula.

(1) SKB has the right to cash settle the Transactions by paying an amount in cash equal to the value of the Shares it would otherwise be obligated to deliver. The number of Shares to be delivered will be determined based on a formula as follows. If the price of the Shares determined near the settlement date of a Transaction (the "Final Price") is at or below a specified Depreciation Floor (\$84.55 as defined in each Transaction), SKB will be obligated to deliver all the Shares underlying that particular Transaction. If the Final Price is above the specified Depreciation Floor and at or below a specified Appreciation Cap as defined in each Transaction (\$106.11 per Share for Transaction 1, \$109.15 for Transaction 2, \$113.38 for Transaction 3, \$118.45 for Transaction 4 and \$125.30 for Transaction 5), SKB will be obligated to deliver a number of Shares equal to the number of Shares underlying that particular Transaction multiplied by the Depreciation Floor divided by the Final Price.

(2) If the Final Price is above the specified Appreciation Cap, SKB will be obligated to deliver a number of Shares equal to the number of Shares underlying that particular Transaction multiplied by (i) 1.0 minus (ii)(a) the Appreciation Cap minus the Depreciation Floor divided by (b) the Final Price. In any case, Lehman is obligated to pay SKB \$84,550 under each Transaction upon settlement. The ISDA Master Agreement and the confirmations evidencing the Transactions have been filed as Exhibits to Amendment No. 2 to Schedule 13D filed by the Reporting Person on May 22, 2002. There have been no changes in the holdings of the derivative securities reported on June 7, 2002.

(3) Shares are held of record by SKB, a wholly owned subsidiary of Reporting Person.

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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