

QUEST DIAGNOSTICS INC
Form 4
November 07, 2008

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 *
MOHAPATRA SURYA N

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)
11/05/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/05/2008		M	75,421 A \$ 47.6714	241,484	D	
Common Stock	11/05/2008		S	75,421 D \$ 47.6714	166,063	D	
Common Stock	11/06/2008		M	32,579 A \$ 46.3891	198,642	D	
Common Stock	11/06/2008		S	32,579 D \$ 46.3891	166,063	D	
	11/06/2008		M	5,950 A	172,013	D	

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Common Stock					\$ 46.3891			
Common Stock	11/06/2008	S	5,950	D	\$ 46.3891	166,063	D	
Common Stock	11/06/2008	M	6,282	A	\$ 46.3891	172,345	D	
Common Stock	11/06/2008	S	6,282	D	\$ 46.3891	166,063	D	
Common Stock						5,088 ⁽¹⁾	I	401(k)/sdcp

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

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(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)	\$ 6.585	11/05/2008		M	75,421	08/16/2000 08/16/2009	Common Stock	75,421	
Stock Options (Right to Buy)	\$ 6.585	11/06/2008		M	32,579	08/16/2000 08/16/2009	Common Stock	32,579	
Stock Options (Right to Buy)	\$ 32.035	11/06/2008		M	5,950	04/17/2003 02/03/2009	Common Stock	5,950	
Stock Options (Right to Buy)	\$ 41.409	11/06/2008		M	6,282	05/14/2005 02/03/2009	Common Stock	6,282	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOHAPATRA SURYA N C/O QUEST DIAGNOSTICS INCORPORATED 3 GIRALDA FARMS MADISON, NJ 07940	X		Chairman, President & CEO	

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Surya N.

Mohapatra

11/07/2008

__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) 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's stock as of that date.

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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