

QUEST DIAGNOSTICS INC
Form 4
February 27, 2007

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 *
GRANT WILLIAM R

(Last) (First) (Middle)

C/O QUEST DIAGNOSTICS
INCORPORATED, 1290 WALL
STREET WEST

(Street)

LYNDHURST, NJ 07071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUEST DIAGNOSTICS INC
[DGX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 02/26/2007 | | M | | 2,012 | A | \$ 6.46 |
| Common Stock | 02/26/2007 | | M | | 27,988 | A | \$ 6.585 |
| Common Stock | 02/26/2007 | | M | | 1,708 | A | \$ 7.6094 |
| Common Stock | 02/26/2007 | | M | | 1,360 | A | \$ 9.5781 |
| | 02/26/2007 | | M | | 36,000 | A | |
| | | | | | | | 35,042 |
| | | | | | | | 36,402 |
| | | | | | | | 72,402 |

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| | | | | | | | | |
|--------------|------------|--|---|--------|------------|----|----------------------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 15.0312 | | | |
| Common Stock | 02/26/2007 | | M | 732 | A | \$ | 73,134 | D |
| | | | | | 17.8203 | | | |
| Common Stock | 02/26/2007 | | M | 484 | A | \$ | 73,618 | D |
| | | | | | 22.3812 | | | |
| Common Stock | 02/26/2007 | | M | 382 | A | \$ | 74,000 | D |
| | | | | | 28.4175 | | | |
| Common Stock | 02/26/2007 | | M | 9,469 | A | \$ | 83,469 | D |
| | | | | | 29.5262 | | | |
| Common Stock | 02/26/2007 | | S | 80,135 | D | \$ | 3,334 ⁽²⁾ | D |
| | | | | | 51.9122 | | | |
| | | | | | <u>(1)</u> | | | |

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 required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 6.46 | 02/26/2007 | | M | 2,012 | 10/01/1999 | 10/01/2009 | Common Stock | 2,012 |
| Stock Options (right to buy) | \$ 6.585 | 02/26/2007 | | M | 27,988 | 08/16/2000 | 08/16/2009 | Common Stock | 27,988 |
| Stock Option (right to buy) | \$ 7.6094 | 02/26/2007 | | M | 1,708 | 01/01/2000 | 01/01/2010 | Common Stock | 1,708 |

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| | | | | | | | | |
|------------------------------|------------|------------|---|--------|------------|------------|--------------|--------|
| Stock Options (right to buy) | \$ 9.5781 | 02/26/2007 | M | 1,360 | 04/01/2000 | 04/01/2010 | Common Stock | 1,360 |
| Stock Options (right to buy) | \$ 15.0312 | 02/26/2007 | M | 36,000 | 05/09/2001 | 05/09/2010 | Common Stock | 36,000 |
| Stock Option (right to buy) | \$ 17.8203 | 02/26/2007 | M | 732 | 06/30/2001 | 06/30/2010 | Common Stock | 732 |
| Stock Options (right to buy) | \$ 22.3812 | 02/26/2007 | M | 484 | 03/30/2002 | 03/30/2011 | Common Stock | 484 |
| Stock Option (right to buy) | \$ 28.42 | 02/26/2007 | M | 382 | 01/01/2003 | 01/01/2013 | Common Stock | 382 |
| Stock Options (right to buy) | \$ 29.5262 | 02/26/2007 | M | 9,469 | 05/08/2002 | 05/08/2011 | Common Stock | 9,469 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRANT WILLIAM R C/O QUEST DIAGNOSTICS INCORPORATED 1290 WALL STREET WEST LYNDHURST, NJ 07071 | X | | | |

Signatures

Leo C. Farrenkopf, Jr., atty-in-fact for William R. Grant
02/26/2007

**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) The sales price of these shares represents an average sales price.

(2) Reporting Person will retire as a Director of Quest Diagnostics on May 8, 2007, when his current term expires.

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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