

QUEST DIAGNOSTICS INC
Form 4
February 10, 2005

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)

ONE MALCOLM AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2005

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

TETERBORO, NJ 07608

(City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 02/08/2005 | | M | | 56,241 A \$ 9.53 | 112,310 ⁽¹⁾ | D |
| Common Stock | 02/08/2005 | | S | | 50,799 D \$ 98.5025 | 61,511 ⁽¹⁾ | D |
| Common Stock | 02/08/2005 | | F | | 5,442 D \$ 98.5025 | 56,069 ⁽¹⁾ | D |
| Common Stock | | | | | | 2,466 ⁽²⁾ | I 401K |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 9.53 | 02/08/2005 | | M | 56,241 | 02/03/1999 02/03/2009 | Common Stock | 56,241 | |
| Stock Options (Right to buy) | \$ 98.5025 | 02/08/2005 | | A | 5,442 | 02/08/2006 02/03/2009 | Common Stock | 5,442 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOHAPATRA SURYA N ONE MALCOLM AVENUE TETERBORO, NJ 07608 | X | | President & CEO | |

Signatures

Sirisha Gummaregula
02/10/2005
**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) Includes 20,000 shares directly beneficially owned by Reporting Person as grantor/trustee of a qualified Grantor Retained Annuity Trust. These underlying shares were acquired on a periodic basis by the trustee of the Company's tax qualified Profit Sharing (401(k)) plan. The information was obtained from the plan administrator as of a recent date.
- (2) Company stock fund under the plan (which includes some money market instruments) divided by the market price of the Company's stock as of that date.

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