

GASPARINI ROBERT P
 Form 4
 September 13, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
GASPARINI ROBERT P

2. Issuer Name and Ticker or Trading Symbol
NEOGENOMICS INC [NGNM.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O NEOGENOMICS, INC., 12701
 COMMONWEALTH DRIVE
 SUITE 9**

3. Date of Earliest Transaction
 (Month/Day/Year)
11/10/2011

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

(Street)
FORT MYERS, FL US 33913

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 11/10/2011 | | D | | \$ 370 1.45 | D | |
| Common Stock | 11/21/2011 | | D | | \$ 6,000 1.41 | D | |
| Common Stock | 11/23/2011 | | D | | \$ 2,000 1.49 | D | |
| Common Stock | 12/01/2011 | | D | | \$ 2,500 1.45 | D | |
| Common Stock | 12/06/2011 | | D | | \$ 2,000 1.45 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------|--------|---|
| Common Stock | 12/07/2011 | D | 7,130 | D | \$ 1.45 | 13,155 | D |
| Common Stock | 07/26/2012 | D | 5,000 | D | \$ 1.97 | 8,155 | D |
| Common Stock | 07/27/2012 | D | 5,000 | D | \$ 2 | 3,155 | 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 0.25 | | | | | 01/03/2005 01/03/2015 | Common Stock | 0 |
| Stock Option (right to buy) | \$ 1.47 | | | | | 02/13/2007 02/12/2007 | Common Stock | 0 |
| Stock Option (right to buy) | \$ 0.8 | | | | | 03/12/2008 ⁽¹⁾ 03/12/2015 | Common Stock | 0 |
| Stock Option (right to buy) | \$ 0.62 | | | | | 12/31/2009 ⁽²⁾ 02/01/2016 | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GASPARINI ROBERT P C/O NEOGENOMICS, INC. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL US 33913 | X | | Chief Science Officer | |

Signatures

/s/ Robert P.
Gasparini

09/13/2012

**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) On March 12, 2008 Mr. Gasparini was granted an option to purchase 784,000 shares. The first vesting and exercisable date was March 12, 2008. On this date 24,000 options vested and then there was to be 45 additional monthly vesting of 8,000 shares for a total of 384,000 options. Included in this grant were 400,000 non-qualified options with an initial vesting on March 12, 2008. From this grant 200,000 options were cancelled. In terms of the remaining 200,000 non-qualified options, 100,000 options are vested and exercisable.
- (2) On February 2, 2009 Mr. Gasparini was granted an option to purchase 200,000 shares. These were performance options which vest based on various milestones. To date 50,000 shares are vested and exercisable, 50,000 shares have been cancelled and 100,000 shares are unvested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.