

NEOGENOMICS INC

Form 4

December 19, 2014

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
Expires: January 31,
2015
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOREL ROBERT H.

(Last) (First) (Middle)

**12701 COMMONWEALTH DRIVE
SUITE 9**

(Street)

FORT MYERS, FL US 33913

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEOGENOMICS INC [NEO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President andGM PathLogic

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	12/18/2014		M		17,893	A	\$ 1.47	17,893	D
Common Stock	12/18/2014		M		5,000	A	\$ 1.41	22,893	D
Common Stock	12/18/2014		M		40,000	A	\$ 1.43	62,893	D
Common Stock	12/18/2014		S		62,893	D	\$ 4.2003	0	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.47	12/18/2014		X		17,893		12/26/2006 ⁽¹⁾	12/25/2016	Common Stock	0
Stock Option (Right to buy)	\$ 1.41	12/18/2014		X		5,000		03/04/2011 ⁽²⁾	03/04/2015	Common Stock	0
Stock Option (Right to buy)	\$ 1.43	12/18/2014		X		40,000		04/20/2011 ⁽³⁾	04/20/2015	Common Stock	0
Stock Option (Right to Buy)	\$ 0.62							12/31/2009 ⁽⁴⁾	02/02/2019	Common Stock	0
Stock Option (Right to Buy)	\$ 1.47							02/13/2007 ⁽⁵⁾	02/12/2017	Common Stock	0
Stock Option (Right to Buy)	\$ 1.45							05/20/2012 ⁽⁶⁾	05/19/2016	Common Stock	0
Stock Option (Right to Buy)	\$ 1.69							04/12/2012 ⁽⁷⁾	04/12/2017	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOREL ROBERT H. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL US 33913			Vice President andGM PathLogic	

Signatures

/s/ Robert H.

12/19/2014

Horel

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 December 26, 2006 Mr. Horel was granted 30,000 stock options. There was immediate vesting of 4,000 shares and the remaining shares had a combination of time based and performance based vesting. There were 8,000 shares cancelled from this grant.
 - (2) On March 4, 2010 Mr. Horel was granted 5,000 stock options. These shares vested ratably over the first two anniversaries of the grant date.
 - (3) On April 20, 2010 Mr. Horel was granted 40,000 stock options. These shares vested ratably over the first two anniversaries of the grant date.
 - (4) On February 2, 2009 Mr. Horel was granted 6,000 stock options. These shares had performance based vesting and the first performance milestone was on December 31, 2009. There were 2,000 shares cancelled from this grant because of a missed performance milestone.
 - (5) On February 13, 2007 Mr. Horel was granted 500 stock options which had immediate vesting.
 - (6) On May 20, 2011 Mr. Horel was granted 50,000 stock options. These shares vest ratably over the first four anniversaries of the grant date.
 - (7) On April 12, 2012 Mr. Horel was granted 25,000 stock options. There was immediate vesting of 6,250 shares and then 6,250 shares will vest on each of the first three anniversaries of the grant date.

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.