

QUEST DIAGNOSTICS INC
Form 4
May 15, 2006

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 *
PREVOZNIK MICHAEL E

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)
1290 WALL STREET WEST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP & General Counsel

LYNDHURST, NJ 07071

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/11/2006		S	6,000 D \$ 58.0266	19,952	D	
Common Stock	05/12/2006		M	41,000 A \$ 6.585	60,952	D	
Common Stock	05/12/2006		S	36,320 D \$ 57.8797	24,632	D	
Common Stock	05/12/2006		F	4,665 D \$ 57.8797	19,967 ⁽¹⁾	D	
Common Stock	05/11/2006		I	2,924 A \$ 57.7	4,157 ⁽²⁾	I	401(k)/SDCP

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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
Stock Options (Right to buy)	\$ 6.585	05/12/2006		M	41,000	08/16/2000 08/16/2009	Common Stock	41,000
Stock Options (Right to buy)	\$ 57.8797	05/12/2006		A	4,665	05/12/2007 08/16/2009	Common Stock	4,665

Reporting Owners

Reporting Owner Name / Address	Relationships
PREVOZNIK MICHAEL E 1290 WALL STREET WEST LYNDHURST, NJ 07071	Director 10% Owner Officer Senior VP & General Counsel

Signatures

Leo C. Farrenkopf Jr. atty-in-fact for Michael E. Prevoznik 05/15/2006

__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).

- On June 20, 2005, the Company effected a 2-for-1 stock split of its Common Stock in the form of a 100% stock dividend. All prior
- (1) holdings, including stock options, have been adjusted to reflect the stock split. The amount also includes exempt purchases made under the Company's stock purchase plan since the date of the last filing on Form 4.
 - (2) Subject to the discretionary transaction reported herein, the 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

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the plan administrator as of a recent date. The number of shares is based on the account balance of the 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.

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.