

QUEST DIAGNOSTICS INC
 Form 4
 February 18, 2014

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 *
 Cohen Jon R

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)
 C/O QUEST DIAGNOSTICS, 3
 GIRALDA FARMS
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and Chief Medical Officer

MADISON, NJ 07940

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	02/13/2014		A	6,710	A \$ 0	60,942	D
Common Stock	02/18/2014		F	2,290 ⁽²⁾	D \$ 52.555	60,409 ⁽³⁾ ⁽⁴⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Options (Right to Buy)	\$ 52.165	02/13/2014		A	63,880	⁽⁵⁾ 02/13/2024	Common Stock	63,880

Reporting Owners

Reporting Owner Name / Address	Relationships
Cohen Jon R C/O QUEST DIAGNOSTICS 3 GIRALDA FARMS MADISON, NJ 07940	Director 10% Owner Officer SVP and Chief Medical Officer Other

Signatures

/s/ William J. O'Shaughnessy, Jr., Attorney in Fact for Jon R. Cohen
 Cohen
 **Signature of Reporting Person
 Date 02/18/2014

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) Represents an award of restricted share units.
- (2) Disposition of common stock to the issuer solely to cover tax withholding obligations arising from the vesting of a previous grant of restricted share units.
 The amount includes approximately 661 shares acquired via dividend reinvestment since the date of the last filing on Form 4 pursuant to a dividend reinvestment plan, sponsored by a broker-dealer, that essentially mirrors a dividend reinvestment plan sponsored by the registrant.
- (3) The amount includes exempt purchases made under the Company's stock purchase plan since the date of the last filing on Form 4.
- (5) The options vest in three equal annual installments beginning on the first annual anniversary 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.