

QUEST DIAGNOSTICS INC
Form 4
March 19, 2009

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 *
GLAXOSMITHKLINE PLC

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)
980 GREAT WEST ROAD

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2009

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

(Street)
BRENTFORD
MIDDLESEX, X0 TW8 9GS

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)			
			Code	V	Amount	(A) or (D)	Price			
Common stock par value \$0.01 per share	03/17/2009		S		500,000	D	\$ 45.4983 (2)	36,004,308	I	By Corporation (1)
Common stock par value \$0.01 per share	03/18/2009		S		478,899	D	\$ 45.6732 (3)	35,525,409	I	By Corporation (1)
	03/18/2009		S		21,101	D		35,504,308	I	

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Common stock par value \$0.01 per share					\$ 46.404 (4)				By Corporation (1)
Common stock par value \$0.01 per share	03/19/2009	S	230,295	D	\$ 44.3605 (5)	35,274,013	I		By Corporation (1)
Common stock par value \$0.01 per share	03/19/2009	S	7,205	D	\$ 45.2409 (6)	35,266,808	I		By Corporation (1)
Common stock par value \$0.01 per share	03/19/2009	S	4,511,657	D	\$ 44.3296	30,755,151	I		By Corporation (1)

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

GLAXOSMITHKLINE PLC
 980 GREAT WEST ROAD
 BRENTFORD MIDDLESEX, X0 TW8 9GS

X X

Signatures

/s/ Victoria A. Whyte, Deputy Company
 Secretary

03/19/2009

__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) Shares are held of record by SB Holdings Capital Inc., a wholly owned subsidiary of the Reporting Person.

Represents the weighted average sale price of shares sold by the Reporting Person in the price range of \$45.00 to \$45.94. The Reporting

(2) Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Represents the weighted average sale price of shares sold by the Reporting Person in the price range of \$45.23 to \$46.21. The Reporting

(3) Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Represents the weighted average sale price of shares sold by the Reporting Person in the price range of \$46.24 to \$46.53. The Reporting

(4) Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Represents the weighted average sale price of shares sold by the Reporting Person in the price range of \$44.06 to \$45.04. The Reporting

(5) Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Represents the weighted average sale price of shares sold by the Reporting Person in the price range of \$45.06 to \$45.67. The Reporting

(6) Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.