

AYERS JONATHAN W

Form 4

February 16, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AYERS JONATHAN W

2. Issuer Name **and** Ticker or Trading
Symbol

IDEXX LABORATORIES INC /DE
[IDXX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE IDEXX DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2018

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

Chairman, President & CEO

WESTBROOK, ME 04092

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	02/14/2018		M		2,160	A	\$ 0	1,061,272 D
Common Stock	02/14/2018		M		1,774	A	\$ 0	1,063,046 D
Common Stock	02/14/2018		F		1,828	D	\$ 178.26 (1)	1,061,218 D
Common Stock								98,000 I

by Ayers
Family
Trust

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Underlying Security
Non-Qualified Stock Option (right-to-buy)	\$ 178.26	02/14/2018		A		90,816		(2)	02/13/2028	Common Stock	9
Incentive Stock Option (right-to-buy)	\$ 178.26	02/14/2018		A		560		(3)	02/13/2028	Common Stock	
Restricted Stock Unit	(4)	02/14/2018		M		2,160		(4)	(4)	Common Stock	
Restricted Stock Unit	(5)	02/14/2018		M		1,774		(5)	(5)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AYERS JONATHAN W ONE IDEXX DRIVE WESTBROOK, ME 04092	X Chairman, President & CEO

Signatures

/s/ Lily J. Lu, Attorney-in-Fact for Jonathan W. Ayers

02/16/2018

__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) Closing price of Issuer's common stock on the NASDAQ market on February 14, 2018.

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- (2) Grant of option to buy shares of Issuer common stock that becomes exercisable in five annual installments beginning February 14, 2019.
- (3) Grant of option to buy shares of Issuer common stock that becomes exercisable on the fifth anniversary of the date of grant.

Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer common stock. The RSUs vest in five equal

- (4) annual installments, beginning February 14, 2014. The number of RSUs have been adjusted to reflect the 2-for-1 stock split of Issuer common stock that occurred on June 15, 2015 (the "Stock Split").

- (5) Each RSU represents a contingent right to receive one share of Issuer common stock. This RSU grant vests in five equal annual installments, beginning February 14, 2015 and has been adjusted to reflect the Stock Split.

- (6) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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