

NEOGENOMICS INC
Form 4
March 14, 2016

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 *
BRODIE STEVEN G.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**12701 COMMONWEALTH DRIVE
SUITE 9**

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2016

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

Chief Scientific Officer

(Street)

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

FORT MYERS, FL 33913

(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 Ownership (Instr. 4)
				(A) or (D) Code V	Amount (D) Price		
Common Stock	03/10/2016		M	50,000 A	\$ 1.48 55,953	D	

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)

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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 Number Shares
Stock Option (Right to Buy)	\$ 1.48	03/10/2016		X	50,000	05/16/2012 ⁽¹⁾	05/16/2016	Common Stock	50,000
Stock Option (Right to Buy)	\$ 1.69					04/12/2012 ⁽²⁾	04/12/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 3.76					04/16/2014 ⁽³⁾	04/16/2018	Common Stock	10,000
Stock Option (Right to Buy)	\$ 3.45					03/05/2015 ⁽⁴⁾	03/05/2019	Common Stock	20,000
Stock Option (Right to Buy)	\$ 4.78					05/04/2016 ⁽⁵⁾	05/04/2020	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRODIE STEVEN G. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913			Chief Scientific Officer	

Signatures

/s/ Steven G. Brodie 03/14/2016

**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 May 16, 2011 Dr. Brodie was granted 50,000 stock options. The options vest ratably over the first four anniversary dates of the grant date.
- (2) On April 12, 2012 Dr. Brodie was granted 10,000 stock options. There was immediate vesting of 2,500 shares and then 2,500 shares will vest on the next three anniversary dates of the grant date.
- (3) On April 16, 2013 Dr. Brodie was granted 10,000 stock options. These options will vest ratably over the next three anniversary dates of the grant dates.
- (4) On March 5, 2014 Dr. Brodie was granted 20,000 stock options. The options will vest ratably over the next three anniversary dates of the grant date.
- (5) On May 4, 2015 Dr. Brodie was granted 120,000 stock options. These options vest ratably over the next three anniversary dates 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.

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