

VAN OORT DOUGLAS M
Form 4
February 16, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
VAN OORT DOUGLAS M

(Last) (First) (Middle)

C/O NEOGENOMICS, INC., 12701
COMMONWEALTH DRIVE
SUITE 9

(Street)

FORT MYERS, FL US 33913

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NEOGENOMICS INC [NGNM.OB]

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

02/15/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) Price | | | |
| Common Stock | | | | (A) Price | 803,956 | I | Trust by Self |
| Common Stock | | | | (A) Price | 8,600 | D | |

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

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(9-02)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock options (Right to Buy) | \$ 1.71 | 02/14/2012 | | A | 800,000 | 02/14/2013 ⁽¹⁾ 02/14/2017 | Common Stock | 0 |
| Stock options (Right to Buy) | \$ 0.8 | | | | | 12/31/2009 ⁽²⁾ 03/15/2016 | Common Stock | 0 |
| Warrants (Right to Buy) | \$ 1.05 | | | | | 03/16/2009 ⁽³⁾ 03/15/2014 | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VAN OORT DOUGLAS M C/O NEOGENOMICS, INC. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL US 33913 | X | | Chairman and CEO | |

Signatures

/s/ Douglas M VanOort 02/16/2012

**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 February 14, 2012 Mr. VanOort was granted options to purchase 800,000 shares. There shares vest equally over each of the first four anniversaries of the grant date.
- (2) On March 15, 2009 Mr. VanOort was granted options to purchase 1,000,000 shares. The grant was comprised of 500,000 time based options and 500,000 performance based options. The first date that vesting became available was December 31, 2009.

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- On March 16, 2009 Mr. VanOort was granted a warrant to purchase 625,000 shares. Of this total 125,000 warrants wer immediately
- (3) exercisable and vested. The remaining 500,000 of warrants vest based on the performance of the Company's stock price and are not exercisable or vested at the present time.

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.