

Peters Robert E
 Form 4
 February 24, 2006

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 *
 Peters Robert E

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)
 1290 WALL STREET WEST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Sales & Marketing

LYNDHURST, NJ 07071

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	02/22/2006		M	32,000 A \$ 24.76	32,854 ⁽¹⁾	D	
Common Stock	02/22/2006		M	14,400 A \$ 35.0075	47,254 ⁽¹⁾	D	
Common Stock	02/22/2006		M	18,400 A \$ 35.5325	65,654 ⁽¹⁾	D	
Common Stock	02/22/2006		M	2,667 A \$ 30.455	68,321 ⁽¹⁾	D	
Common Stock	02/22/2006		M	2,300 A \$ 26.075	70,621 ⁽¹⁾	D	

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Common Stock	02/22/2006	S	57,647	D	\$ 53.1484	12,974 ⁽¹⁾	D	
Common Stock						1,866 ⁽²⁾	I	401K/SDCP

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 24.76	02/22/2006		M	32,000	02/13/2004	02/13/2013	Common Stock	32,000
Stock Options (Right to buy)	\$ 26.075	02/22/2006		M	2,300	02/21/2002	02/21/2011	Common Stock	2,300
Stock Options (Right to buy)	\$ 30.455	02/22/2006		M	2,667	05/13/2004	05/13/2013	Common Stock	2,667
Stock Options (Right to buy)	\$ 35.0075	02/22/2006		M	14,400	07/17/2004	07/17/2012	Common Stock	14,400
Stock Options (Right to buy)	\$ 35.5325	02/22/2006		M	18,400	02/27/2004	02/27/2012	Common Stock	18,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peters Robert E 1290 WALL STREET WEST LYNDHURST, NJ 07071			VP, Sales & Marketing	

Signatures

Leo C.
Farrenkopf, Jr. 02/24/2006

 **Signature of Date
Reporting Person

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 June 20, 2005, the Company effected a 2-for-1 stock split of its Common Stock in the form of a 100% stock dividend. All prior holdings, including stock options, have been adjusted to reflect the stock split.

These underlying shares were acquired on a periodic basis by the trustee of the Company's tax qualified Profit Sharing (401(k) and/or Supplemental Deferred Compensation Plan. The information was obtained from the plan administrator as of a recent date. The number of
- (2) shares is based on the account balance of the Company stock fund under the plan (which includes some money market instruments) divided by the market price of the Company's stock as of that 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.