

Williams Michael J PhD
 Form 4
 April 29, 2011

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 *
 Williams Michael J PhD

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)
 04/28/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Corporate Vice President

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 (D) Price | | | |
| Common Stock | 04/28/2011 | | M | 7,000 A \$ 28.655 | 16,154 ⁽¹⁾ | D | |
| Common Stock | 04/28/2011 | | M | 3,844 A \$ 38.335 | 19,998 | D | |
| Common Stock | 04/28/2011 | | M | 1,678 A \$ 38.335 | 21,676 | D | |
| Common Stock | 04/28/2011 | | S | 12,522 D \$ 80.8954 | 9,154 | D | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 28.655 | 04/28/2011 | | M | 7,000 | <u>(3)</u> 02/02/2015 | Common Stock | 7,000 |
| Non-Qualified Stock Option (right to buy) | \$ 38.335 | 04/28/2011 | | M | 3,844 | <u>(4)</u> 02/13/2013 | Common Stock | 3,844 |
| Incentive Stock Option (right to buy) | \$ 38.335 | 04/28/2011 | | M | 1,678 | <u>(5)</u> 02/13/2013 | Common Stock | 1,678 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Michael J PhD ONE IDEXX DRIVE WESTBROOK, ME 04092 | | | Corporate Vice President | |

Signatures

John B. Rogers, Attorney-in-Fact for Michael J. Williams, PhD
04/29/2011

**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).

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- (1) Includes 89 shares acquired under the IDEXX Laboratories, Inc. Employee Stock Purchase Plan on 03/31/2011.

The sale price reported reflects the weighted average sale price of multiple transactions on the reported date at prices that ranged from

- (2) \$80.83 to \$80.95, inclusive. The reporting person hereby undertakes to provide upon request to SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (3) Grant of options to buy shares of common stock becomes exercisable as to 2,720 shares on 02/03/2006, 02/03/2007 and 2/3/2008, and the remaining 1,646 shares on 02/03/2009.
- (4) Grant of options to buy shares of common stock becomes exercisable as to 1,106 shares on 02/14/2007, 1,104 shares on 02/14/2008 and 02/14/2009, and the remaining 530 shares on 02/14/2010.
- (5) Grant of options to buy shares of common stock becomes exercisable as to 574 shares on 02/14/2010 and the remaining 1,104 shares on 02/14/2011.

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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