

BIO REFERENCE LABORATORIES INC

Form 4

July 14, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRODMAN MARC**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BIO REFERENCE  
LABORATORIES INC [BRLI]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**481 EDWARD H ROSS DRIVE**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/11/2014**

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

President and CEO

**ELMWOOD PARK, NJ 07407**

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)              |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 07/11/2014                              |                                                             | J(1)(2)                              | V 244,550 A                                                             | (3) 1,937,502                                                                                                      | D                                                                       |                                                                                |
| Common<br>Stock                       | 07/11/2014                              |                                                             | J(1)(2)                              | V 244,550 D                                                             | (3) 159,464                                                                                                        | I                                                                       | By<br>successor<br>trust to<br>grantor<br>retained<br>annuity<br>trust (1) (2) |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 244,834                                                                                                            | I                                                                       | By spouse<br>and<br>children (4)                                               |

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|              |         |   |                                  |
|--------------|---------|---|----------------------------------|
| Common Stock | 200,000 | I | By spouse's trust <sup>(5)</sup> |
| Common Stock | 200,000 | I | By trust <sup>(6)</sup>          |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|-------------------------------------------------------------------|----------------------------------|
|                                                                   | Director 10% Owner Officer Other |
| GRODMAN MARC<br>481 EDWARD H ROSS DRIVE<br>ELMWOOD PARK, NJ 07407 | X President and CEO              |

## Signatures

/s/ Marc D.  
Grodman 07/14/2014

\_\_\_\_\_  
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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On March 29, 2010, the reporting person transferred 1,000,000 directly-owned shares of Bio-Reference Laboratories, Inc. common stock to the Marc D. Grodman 2010 GRAT, a grantor retained annuity trust for the benefit of himself, his spouse and children (the "GRAT").

- (1) From May 2011 through May 2013, during which time the reporting person served as sole trustee of the GRAT and was therefore deemed the beneficial owner of all the shares in the GRAT, an aggregate total of 595,986 shares of common stock were transferred from the GRAT's to the reporting person's direct ownership in satisfaction of annual annuity payment obligations. (Continued in Footnote 2)

(Continued from Footnote 1) On March 29, 2014, the GRAT terminated on its terms and, effective as of March 28, 2014, Pam Gau Grodman, the reporting person's spouse, and Rich Faherty, were appointed as successor trustees (together the "Trustees") pursuant to the terms of the GRAT. On July 11, 2014, the Trustees directed that 244,550 shares remaining in the GRAT be transferred to the reporting person in satisfaction of the final annuity payment obligation of the GRAT to the reporting person. The remaining 159,464 shares of common stock originally placed into the GRAT are held by a successor trust and will be transferred to a trust for the benefit of the reporting person's family pursuant to the terms of the GRAT.

- (3) The number of shares transferred from the GRAT to the reporting person were calculated based on the mean of the high and low reported market price of the common stock on July 3, 2014, the date on which the final transfer instructions were given. The average price on such date was \$31.45.
- (4) Includes 145,834 shares directly owned by the reporting person's wife and 99,000 shares owned by their children. The reporting person disclaims beneficial ownership of these 244,834 shares.
- (5) Represents 200,000 shares held in trust for the benefit of the reporting person's wife and children, of which the reporting person and Mr. Ariel Fuentes are the co-trustees.
- (6) Represents 200,000 shares held in trust for the benefit of the reporting person and children, of which the reporting person's wife is the trustee.

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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