

VAN OORT DOUGLAS M
Form 4
May 26, 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 *
VAN OORT DOUGLAS M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NEOGENOMICS, INC., 12701
COMMONWEALTH DRIVE
SUITE 9

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2011

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

(Street)
FORT MYERS, FL US 33913

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/26/2011 | | P | 2,500 A \$ 1.4 | 792,500 | I | Trust by Self |
| Common Stock | | | | | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock option (Right to Buy) | \$ 0.8 | | | | | 12/31/2009 ⁽¹⁾ 03/15/2016 | Common Stock | 0 |
| Warrants (Right to Buy) | \$ 1.05 | | | | | 03/16/2009 ⁽²⁾ 03/15/2004 | 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 VanOort 05/26/2011

**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).

(1) 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 of vesting when an option became exercisable was December 31, 2009 when 200,000 performance based options vested. Mr. VanOort will have 374,000 time based options vested and exercisable within 60 days of this filing. There are 300,000 performance based options which are not vested or exercisable.

(2)

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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 were immediately exercisable and vested. The remaining 500,000 warrants vest based on performance of the Company 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.