QUEST DIAGNOSTICS INC
Form FWP
March 22, 2011

Free Writing Prospectus
Filed pursuant to Rule 433
March 21, 2011
Registration Statement No. 333-167603 and
Relating to
Preliminary Prospectus Supplement dated March 21, 2011 to
Prospectus dated February 7, 2011

Term sheet

Free Writing Prospectus Dated March 21, 2011

$1,250,000,000
Quest Diagnostics Incorporated

$300,000,000 3.200% Senior Notes due 2016
$550,000,000 4.700% Senior Notes due 2021
$200,000,000 5.750% Senior Notes due 2040
$200,000,000 Floating Rate Senior Notes due 2014

3.200% Senior Notes due 2016

Issuer:	Quest Diagnostics Incorporated
Principal Amount:	$300,000,000
Maturity Date:	April 1, 2016
Trade Date:	March 21, 2011
Original Issue Date (Settlement):	March 24, 2011
Interest Accrual Date:	March 24, 2011
Issue Price (Price to Public):	99.907%
Yield:	3.220%
Interest Rate:	3.200% per annum
Interest Payment Period:	Semi-annual
Interest Payment Dates:	Each April 1 and October 1, commencing October 1, 2011
Treasury Benchmark:	2 1/8% due February 29, 2016
Spread to Benchmark:	T+120 bps

Benchmark Yield:	2.020%
Optional Redemption:	At any time and from time to time, the notes will be redeemable, as a whole or in part, at the option of Quest Diagnostics, on at least 30 days, but not more than 60 days, prior notice mailed to the registered address of each holder of the notes, at a redemption price equal to the greater of:

- 100% of principal amount of the notes to be redeemed, and
- the sum of the present values of the remaining scheduled payments discounted, on a semiannual basis, assuming a 360-day year consisting of twelve 30-day months, at the applicable treasury rate plus 20 basis points,

plus accrued interest to the date of redemption which has not been paid.

Special Mandatory Redemption: Unlike the 4.700% Senior Notes due 2021 and the Floating Rate Senior Notes due 2014, the Special Mandatory Redemption provisions do not apply to the 3.200% Senior Notes due 2016.

CUSIP: 74834L AR1

ISIN: US74834LAR15

Joint Book-Running Managers: Morgan Stanley & Co. Incorporated
Goldman, Sachs & Co.
RBS Securities Inc.
J.P. Morgan Securities LLC
Wells Fargo Securities, LLC

Co-Managers: Credit Agricole Securities (USA) Inc.
Merrill Lynch, Pierce, Fenner & Smith Incorporated
Mitsubishi UFJ Securities (USA), Inc.

Conflicts of Interest: Certain affiliates of Credit Agricole Securities (USA) Inc. and Mitsubishi UFJ Securities (USA), Inc., who are co-managers in this offering, are lenders to us under our secured receivables credit facility and will receive 5% of the net proceeds of this offering by reason of the repayment of amounts outstanding under such credit facility. Accordingly, such underwriters are deemed to have a conflict of interest within the meaning of Rule 5121 (Rule 5121) of the Financial Industry Regulatory Authority, Inc., and this offering will be conducted in accordance with Rule 5121. No underwriter with a conflict of interest will confirm sales to any account over which it exercises discretion without the specific written approval of the account holder.

Global Settlement: Through The Depository Trust Company, Euroclear or Clearstream, Luxembourg

The issuer has filed a registration statement (including a prospectus and a prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and the prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request it by calling Morgan Stanley & Co. Incorporated toll free at 1-866-718-1649; Goldman, Sachs & Co. toll free at 1-866-471-2526; RBS Securities Inc. toll free at 1-866-884-2071; J.P. Morgan Securities LLC collect at 1-212-834-4533 and Wells Fargo Securities, LLC toll free at 1-800-326-5897.

4.700% Senior Notes due 2021

Issuer:	Quest Diagnostics Incorporated
Principal Amount:	$550,000,000
Maturity Date:	April 1, 2021
Trade Date:	March 21, 2011
Original Issue Date (Settlement):	March 24, 2011
Interest Accrual Date:	March 24, 2011
Issue Price (Price to Public):	99.833%
Yield:	4.721%
Interest Rate:	4.700% per annum
Interest Payment Period:	Semi-annual
Interest Payment Dates:	Each April 1 and October 1, commencing October 1, 2011
Treasury Benchmark:	3 5/8% due February 15, 2021
Spread to Benchmark:	T+140 bps
Benchmark Yield:	3.321%
Optional Redemption:	At any time and from time to time, the notes will be redeemable, as a whole or in part, at the option of Quest Diagnostics, on at least 30 days, but not more than 60 days, prior notice mailed to the registered address of each holder of the notes, at a redemption price equal to the greater of: • 100% of principal amount of the notes to be redeemed, and • the sum of the present values of the remaining scheduled payments discounted, on a semiannual basis, assuming a 360-day year consisting of twelve 30-day months, at the applicable treasury rate plus 25 basis points, plus accrued interest to the date of redemption which has not been paid.
Special Mandatory Redemption:	In the event that Quest Diagnostics has failed to consummate the acquisition of Athena Diagnostics on or prior to October 31, 2011, or the related Stock Purchase and Sale Agreement is terminated at any time prior thereto, Quest Diagnostics must redeem the notes at a redemption price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest from the date of initial issuance to but excluding the special mandatory redemption date.
CUSIP:	74834L AS9

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ISIN:	US74834LAS97
Joint Book-Running Managers:	Morgan Stanley & Co. Incorporated Goldman, Sachs & Co RBS Securities Inc. J.P. Morgan Securities LLC Wells Fargo Securities, LLC
Co-Managers:	Credit Agricole Securities (USA) Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Mitsubishi UFJ Securities (USA), Inc.
Conflicts of Interest:	Certain affiliates of Credit Agricole Securities (USA) Inc. and Mitsubishi UFJ Securities (USA), Inc., who are co-managers in this offering, are lenders to us under our secured receivables credit facility and will receive 5% of the net proceeds of this offering by reason of the repayment of amounts outstanding under such credit facility. Accordingly, such underwriters are deemed to have a conflict of interest within the meaning of Rule 5121 (Rule 5121) of the Financial Industry Regulatory Authority, Inc., and this offering will be conducted in accordance with Rule 5121. No underwriter with a conflict of interest will confirm sales to any account over which it exercises discretion without the specific written approval of the account holder.
Global Settlement:	Through The Depository Trust Company, Euroclear or Clearstream, Luxembourg

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5.750% Senior Notes due 2040 (the "Series 2040 Notes")

Issuer:	Quest Diagnostics Incorporated
Principal Amount:	$200,000,000
Maturity Date:	January 30, 2040
	The Series 2040 Notes offered hereby represent a reopening of the 5.750% Senior Notes due 2040 issued on November 17, 2009 and will be consolidated with, and will form a single series under the indenture with, the $250,000,000 aggregate principal amount of 5.750% Senior Notes due 2040 that were issued on November 17, 2009.
Trade Date:	March 21, 2011
Original Issue Date (Settlement):	March 24, 2011
Interest Accrual Date:	January 30, 2011
Issue Price (Price to Public):	97.263% plus accrued interest from January 30, 2011 ("pre-issuance accrued interest")
Yield:	5.949%
Interest Rate:	5.750% per annum from January 30, 2011 (as if they had been issued on such date)
Interest Payment Period:	Semi-annual
Interest Payment Dates:	Each January 30 and July 30, commencing July 30, 2011
Treasury Benchmark:	4 1/4% due November 15, 2040
Spread to Benchmark:	T+150 bps
Benchmark Yield:	4.449%
Optional Redemption:	At any time and from time to time, the notes will be redeemable, as a whole or in part, at the option of Quest Diagnostics, on at least 30 days, but not more than 60 days, prior notice mailed to the registered address of each holder of the notes, at a redemption price equal to the greater of: • 100% of principal amount of the notes to be redeemed, and • the sum of the present values of the remaining scheduled payments discounted, on a semiannual basis, assuming a 360-day year consisting of twelve 30-day months, at the applicable treasury rate plus 25 basis points, plus accrued interest to the date of redemption which has not been paid.
Special Mandatory Redemption:	Unlike the 4.700% Senior Notes due 2021 and the Floating Rate Senior Notes due 2014, the Special Mandatory Redemption provisions do not apply to the 5.750% Senior Notes due 2040.

Limitation on Subsidiary Indebtedness and Preferred Stock:	Unlike the 3.200% Senior Notes due 2016, the 4.700% Senior Notes due 2021 the Floating Rate Senior Notes due 2014, the following language under Description of Notes Limitation on Subsidiary Indebtedness and Preferred Stock shall not apply to the Series 2040 Notes: *shares of Preferred Stock held by Quest Diagnostics or a subsidiary of Quest Diagnostics;*
Additional United States Federal Income Tax Considerations:	The following discussion supplements, and should be read in conjunction with discussion in the preliminary prospectus supplement under the heading Unit States Federal Income Tax Considerations. Terms used in this discussion but defined in this discussion have the meanings ascribed to them elsewhere in th preliminary prospectus supplement or in United States Federal Income Tax Considerations in the preliminary prospectus supplement. Quest Diagnostics intends to treat the Series 2040 Notes offered hereby as iss pursuant to a qualified reopening of the Series 2040 Notes that were issued November 17, 2009 with an issue price of 98.491% (the Existing Notes). Fo United States federal income tax purposes, debt instruments issued in a quali reopening are deemed to be part of the same issue as the original debt instru Under the treatment described in this paragraph, all of the Series 2040 Notes offered hereby will be deemed to have the same issue date and the same issue as the Existing Notes. The remainder of this discussion assumes the correctne the treatment discussed in this paragraph. A portion of the price paid for the Series 2040 Notes offered hereby will be allocable to unpaid stated interest that accrued prior to the date such Serie Notes are sold pursuant to this offering (the Pre-Issuance Accrued Stated Interest). Quest Diagnostics intends to treat a portion of the first stated inter payment on the Series 2040 Notes offered hereby in an amount equal to the P Issuance Accrued Stated Interest as a return of the Pre-Issuance Accrued Sta Interest and not as an amount payable on such Series 2040 Notes. Amounts treated as a return of the Pre-Issuance Accrued Stated Interest should not be taxable to a United States Holder when received. Prospective investors should consult their own tax advisors regarding the Pre-Issuance Accrued Stated Inte
CUSIP:	74834L AQ3
ISIN:	US74834LAQ32
Joint Book-Running Managers:	Morgan Stanley & Co. Incorporated Goldman, Sachs & Co. RBS Securities Inc. J.P. Morgan Securities LLC Wells Fargo Securities, LLC
Co-Managers:	Credit Agricole Securities (USA) Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Mitsubishi UFJ Securities (USA), Inc.
Conflicts of Interest:	Certain affiliates of Credit Agricole Securities (USA) Inc. and Mitsubishi UFJ

Securities (USA), Inc., who are co-managers in this offering, are lenders to us under our secured receivables credit facility and will receive 5% of the net proceeds of this offering by reason of the repayment of amounts outstanding u such credit facility. Accordingly, such underwriters are deemed to have a co of interest within the meaning of Rule 5121 (Rule 5121) of the Financial

	Industry Regulatory Authority, Inc., and this offering will be conducted in accordance with Rule 5121. No underwriter with a conflict of interest will confirm sales to any account over which it exercises discretion without the specific written approval of the account holder.
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Floating Rate Senior Notes due 2014

Issuer:	Quest Diagnostics Incorporated
Principal Amount:	$200,000,000
Maturity Date:	March 24, 2014
Trade Date:	March 21, 2011
Original Issue Date (Settlement):	March 24, 2011
Interest Accrual Date:	March 24, 2011
Issue Price (Price to Public):	100.000%
Interest Rate:	3-month LIBOR + 85 basis points
Interest Payment Period:	Quarterly
Interest Payment Dates:	Each March 24, June 24, September 24 and December 24, commencing June 24, 2011
Day Count Convention:	Actual/360
Optional Redemption:	Not redeemable other than as described below.
Special Mandatory Redemption:	In the event that Quest Diagnostics has failed to consummate the acquisition of Athena Diagnostics on or prior to October 31, 2011, or the related Stock Purchase and Sale Agreement is terminated at any time prior thereto, Quest Diagnostics must redeem the notes at a redemption price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest from the date of initial issuance to but excluding the special mandatory redemption date.
CUSIP:	74834L AT7
ISIN:	US74834LAT70
Joint Book-Running Managers:	Morgan Stanley & Co. Incorporated Goldman, Sachs & Co. RBS Securities Inc. J.P. Morgan Securities LLC Wells Fargo Securities, LLC
Co-Managers:	Credit Agricole Securities (USA) Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated Mitsubishi UFJ Securities (USA), Inc.
Conflicts of Interest:	Certain affiliates of Credit Agricole Securities (USA) Inc. and Mitsubishi UFJ Securities (USA), Inc., who are co-managers in this offering, are lenders to us under our secured receivables credit facility and will receive 5% of the net proceeds of this offering by reason of the repayment of amounts outstanding under such credit facility. Accordingly, such underwriters are deemed to have a conflict of interest within the meaning of Rule 5121 (Rule 5121) of the Financial Industry Regulatory Authority, Inc., and this offering will be conducted in

accordance with Rule 5121. No underwriter with a conflict of interest will confirm sales to any account over which it exercises discretion without the specific written approval of the account holder.

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