

QUEST DIAGNOSTICS INC  
Form FWP  
June 20, 2007  
Pricing Term Sheet

**Term sheet**

*To prospectus dated June 19, 2007*

*preliminary prospectus supplement dated June 19, 2007*

**Registration Statement No. 333-143867**

**Filed Pursuant to Rule 433 of the Securities Act of 1933**

**Free Writing Prospectus Dated June 19, 2007**

## Quest Diagnostics Incorporated

**\$375,000,000 6.40% Senior Notes Due 2017**

**\$425,000,000 6.95% Senior Notes Due 2037**

### 6.40% Senior Notes Due 2017

<b>Issuer:</b>	Quest Diagnostics Incorporated
<b>Principal Amount:</b>	\$375,000,000
<b>Maturity Date:</b>	July 1, 2017
<b>Trade Date:</b>	June 19, 2007
<b>Original Issue Date (Settlement):</b>	June 22, 2007
<b>Interest Accrual Date:</b>	June 22, 2007
<b>Record Dates:</b>	June 15th and December 15th
<b>Issue Price (Price to Public):</b>	99.786%
<b>Interest Rate:</b>	6.40% per annum
<b>Interest Payment Period:</b>	Semi-annual
<b>Interest Payment Dates:</b>	Each July 1 and January 1, commencing January 1, 2008
<b>Treasury Benchmark</b>	4.500% due May 15, 2017
<b>Spread to Benchmark</b>	+135 bps
<b>Benchmark Yield</b>	5.079%
<b>Optional Make-Whole Redemption:</b>	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

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applicable treasury rate plus 25 basis points,

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

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**Change of Control:** Upon the occurrence of a Change of Control Triggering Event, Quest Diagnostics will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase

**Specified Currency:** U.S. Dollars ( \$ )

**Minimum Denomination:** \$2,000 and integral multiples of \$1,000 in excess thereof

**Business Day:** New York

**CUSIP:** 74834L AM2

**ISIN:** US74834LAM28

**Joint Book-Running Managers:** Morgan Stanley & Co. Incorporated

Banc of America Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

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

*The issuer has filed a registration statement (including a prospectus) with the SEC for the offerings to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and these offerings. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offerings will arrange to send you the prospectus if you request it by calling Morgan Stanley & Co. Incorporated toll free at 1-866-718-1649; Banc of America Securities LLC toll free at 1-800-294-1322; or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-866-500-5408.*

**6.95% Senior Notes Due 2037**

<b>Issuer:</b>	Quest Diagnostics Incorporated
<b>Principal Amount:</b>	\$425,000,000
<b>Maturity Date:</b>	July 1, 2037
<b>Trade Date:</b>	June 19, 2007
<b>Original Issue Date (Settlement):</b>	June 22, 2007
<b>Interest Accrual Date:</b>	June 22, 2007
<b>Record Dates:</b>	June 15th and December 15th
<b>Issue Price (Price to Public):</b>	98.891%
<b>Interest Rate:</b>	6.95% per annum
<b>Interest Payment Period:</b>	Semi-annual
<b>Interest Payment Dates:</b>	Each July 1 and January 1, commencing January 1, 2008
<b>Treasury Benchmark</b>	4.500% due February 15, 2036
<b>Spread to Benchmark</b>	+183 bps
<b>Benchmark Yield</b>	5.209%
<b>Optional Make-Whole Redemption:</b>	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 30 basis points,

<b>Change of Control:</b>	plus accrued interest to the date of redemption which has not been paid Upon the occurrence of a Change of Control Triggering Event, Quest Diagnostics will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase
<b>Specified Currency:</b>	U.S. Dollars ( \$ )
<b>Minimum Denomination:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Business Day:</b>	New York
<b>CUSIP:</b>	74834L AN0
<b>ISIN:</b>	US74834LAN01

**Joint Book-Running Managers:**

Morgan Stanley & Co. Incorporated

Banc of America Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Global Settlement:**

Through The Depository Trust Company, Euroclear or Clearstream, Luxembourg

*The issuer has filed a registration statement (including a prospectus) with the SEC for the offerings to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and these offerings. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offerings will arrange to send you the prospectus if you request it by calling Morgan Stanley & Co. Incorporated toll free at 1-866-718-1649; Banc of America Securities LLC toll free at 1-800-294-1322; or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-866-500-5408.*