HELTON SANDRA L

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if no longer

subject to

Form 4 May 24, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

05/20/2011

Stock

1. Name and Address of Reporting Person * HELTON SANDRA L			2. Issuer Name and Ticker or Trading Symbol COVANCE INC [CVD]				ng	5. Relationship of Reporting Person(s) to Issuer			
(Leat)	(Finat)	(Mc44la)				(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				100	_			
G011111GT T1G			(Month/Day/Year)					X Director Officer (give		Owner er (specify	
COVANCE INC., 210 CARNEGIE CENTER			05/20/2011					below)	below)	er (specify	
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
F			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
PRINCETON, NJ 08540-6233											
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	ite 2A. Dee	emed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year				on(A) or Disposed of (D)			Securities	Indirect		
(Instr. 3) any			Code (Instr. 3, 4 and 5)				5)	Beneficially (D) or Beneficial Owned Indirect (I) Ownershi			
		(Month/Day/Year) (Instr. 8)				Owned	Ownership				
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
						or		(Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(msu. 3 and 4)			
Common Stock	05/20/2011			M	800	A	\$0	7,800	D		
Common	05/20/2011			D	800	D	\$	7 000	D		

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

D

800

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D

7,000

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (DRUP) - 2011 Award	(1)	05/20/2011		A	1,505	<u>(1)</u>	<u>(1)</u>	Common Stock	1,505	Ş
Phantom Stock Units (drup) - 2008 Award	(2)	05/20/2011		M	800	(2)	(2)	Common Stock	800	g

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HELTON SANDRA L COVANCE INC. 210 CARNEGIE CENTER PRINCETON, NJ 08540-6233	X					

Signatures

/s/ Ross A. Hyams, Power of Attorney 05/20/2011

**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) Phantom Stock Units were granted to said Director under the Company's Restricted Unit Plan for Non-Employee Directors and are payable in cash on a date determined in accordance with the Plan.

(2)

Reporting Owners 2

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The Phantom Stock Units were granted to said Director under the Company's Restricted Unit Plan for Non-Employee Directors and were paid in cash on the transaction date in accordance with the plan.

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.