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QUEST DIAGNOSTICS INC
Form 8-K
November 29, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): November 26, 2001

Commission file number: 1-12215

QUEST DIAGNOSTICS INCORPORATED
One Malcolm Avenue
Teterboro, NJ 07608
(201) 393-5000

DELAWARE
(State of Incorporation)

16-1387862
(I.R.S. Employer Identification Number)

Item 5. Other Events.

On November 26, 2001, Quest Diagnostics Incorporated (the "Company") completed its previously announced public offering of \$250 million of 1.75% contingent convertible debentures due 2021. In connection with the offering, Shearman & Sterling provided an opinion as to certain tax matters. The opinion is attached hereto as Exhibit 8.1.

Item 7. Financial Statements and Exhibits.

(c) The following exhibit is filed as part of this report on Form 8-K:

8.1 Opinion of Shearman & Sterling, dated as of November 26, 2001, as to certain tax matters.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

QUEST DIAGNOSTICS INCORPORATED

Date: November 29, 2001

By: /s/ Leo C. Farrenkopf, Jr.

Name: Leo C. Farrenkopf, Jr.
Title: Vice President, Secretary,
and Deputy General Counsel

EXHIBIT INDEX

Exhibit No. -----	Description -----
8.1	Opinion of Shearman & Sterling, dated November 26, 2001, as to certain tax matters.