

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * CARDOZA GEORGE			2. Issuer Name and Ticker or Trading Symbol NEOGENOMICS INC [NEO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Chief Financial Officer		
(Last) (First) (Middle) C/O NEOGENOMICS, INC., 12701 COMMONWEALTH DRIVE SUITE 9			3. Date of Earliest Transaction (Month/Day/Year) 11/26/2014					
(Street) FORT MYERS, FL US 33913			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (L)	11/26/2014		M		130,000	A	\$ 1.55	181,089	D	
Common Stock (L)	11/26/2014		S		60,000	D	\$ 4.2795	121,089	D	
Common Stock								20,000	I	Trust by Self

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$ 1.55	11/26/2014		X		130,000		11/30/2010(2)	11/29/2014	Common Stock	0	\$ 1.55	0	D	
Stock Option (Right to buy)	\$ 1.46							04/14/2012(3)	04/13/2016	Common Stock	0		100,000	D	
Stock Option (Right to buy)	\$ 3.45							03/05/2015(4)	03/05/2019	Common Stock	0		30,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARDOZA GEORGE C/O NEOGENOMICS, INC. 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL US 33913			Chief Financial Officer	

## Signatures

/s/ George Cardoza 12/01/2014  
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) Exercise of stock options expiring on November 29, 2014, sale to effect cash-less exercise (net of tax).

(2) On November 30, 2009 Mr. Cardoza was granted an option to purchase 150,000 shares. The options were all time based and vested ratably over each of Mr. Cardoza's first four anniversaries with the Company.

(3) On April 14, 2011 Mr. Cardoza was granted an option to purchase 100,000 shares. These options vest ratably at the first four anniversary dates of the grant.

(4) On March 5, 2014 Mr. Cardoza was granted an option to purchase 30,000 shares. These options vest ratably at the first three anniversary dates of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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