

GRIEVE ROBERT B  
Form 4  
March 28, 2012

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GRIEVE ROBERT B

(Last) (First) (Middle)  
3760 ROCKY MOUNTAIN AVENUE  
(Street)

LOVELAND, CO 80538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HESKA CORP [HSKA]

3. Date of Earliest Transaction (Month/Day/Year)  
03/26/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/26/2012                           |  | M                              |   | 6,999   | A  | \$ 3.4                            |
| Common Stock                    | 03/26/2012                           |  | M                              |   | 1,876   | A  | \$ 4.4                            |
| Common Stock                    | 03/26/2012                           |  | M                              |   | 23,123  | A  | \$ 4.4                            |
| Common Stock                    | 03/26/2012                           |  | M                              |   | 1,625   | A  | \$ 4.5                            |
| Common Stock                    | 03/26/2012                           |  | M                              |   | 7,218   | A  | \$ 4.96                           |
|                                 |                                      |  |                                |   |   |  | 60,057                            |
|                                 |                                      |  |                                |   |   |  | 61,933                            |
|                                 |                                      |  |                                |   |   |  | 85,056                            |
|                                 |                                      |  |                                |   |   |  | 86,681                            |
|                                 |                                      |  |                                |   |   |  | 93,899                            |

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|              |            |   |                       |   |                        |                        |   |                               |
|--------------|------------|---|-----------------------|---|------------------------|------------------------|---|-------------------------------|
| Common Stock | 03/26/2012 | M | 13,541                | A | \$ 4.5                 | 107,440                | D |                               |
| Common Stock | 03/26/2012 | M | 1                     | A | \$ 7.72                | 107,441                | D |                               |
| Common Stock | 03/26/2012 | M | 1                     | A | \$ 8.08                | 107,442                | D |                               |
| Common Stock | 03/26/2012 | M | 1 <sup>(1)</sup>      | A | \$ 5.06 <sup>(2)</sup> | 107,443 <sup>(1)</sup> | D |                               |
| Common Stock | 03/26/2012 | F | 30,141 <sup>(3)</sup> | D | \$ 11.78               | 77,299 <sup>(1)</sup>  | D |                               |
| Common Stock |            |   |                       |   |                        | 3,077                  | I | by Daughter I <sup>(4)</sup>  |
| Common Stock |            |   |                       |   |                        | 3,077                  | I | by Daughter II <sup>(5)</sup> |
| Common Stock |            |   |                       |   |                        | 1,564                  | I | by Spouse <sup>(6)</sup>      |

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

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(9-02)

**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 Underlying (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 3.4   | 03/26/2012                           |  | M                              | 6,999   | 01/06/2003   | 01/06/2013                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 4.4   | 03/26/2012                           |  | M                              | 1,876   | 11/04/2008   | 11/03/2018                               | Common Stock |
|  | \$ 4.4   | 03/26/2012                           |  | M                              | 23,123  | 11/04/2008   | 11/03/2018                               |              |

|   |         |            |   |        |                           |                           |  |                 |
|---|---------|------------|---|--------|---------------------------|---------------------------|--|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) |         |            |   |        |                           |                           |  | Common<br>Stock |
| Incentive<br>Stock Option<br>(right to buy)     | \$ 4.5  | 03/26/2012 | M | 1,625  | 11/10/2009                | 11/09/2019                |  | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 4.96 | 03/26/2012 | M | 7,218  | 12/31/2010                | 12/30/2020                |  | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 4.5  | 03/26/2012 | M | 13,541 | 11/10/2009                | 11/09/2019                |  | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 7.72 | 03/26/2012 | M | 1      | 03/30/2009 <sup>(7)</sup> | 01/31/2013 <sup>(7)</sup> |  | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 8.08 | 03/26/2012 | M | 1      | 03/30/2009 <sup>(8)</sup> | 01/31/2013 <sup>(8)</sup> |  | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 5.06 | 03/26/2012 | M | 1      | 01/31/2007 <sup>(2)</sup> | 04/30/2012 <sup>(2)</sup> |  | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| GRIEVE ROBERT B<br>3760 ROCKY MOUNTAIN AVENUE<br>LOVELAND, CO 80538 | X             |           | Chief<br>Executive<br>Officer |       |

## Signatures

By: Jason A. Napolitano For: Robert B.  
Grieve 03/26/2012

\_\_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) Includes one share jointly owned with Jason Napolitano.

(2) Represents a combination of stock option exercises involving fractional shares: 0.6 shares at a price of \$3.40 per share from a stock option granted to Dr. Grieve on 01/6/2003 exercisable on 01/06/04 with expiration date 01/06/13, 0.2 shares at a price of \$8.10 per share from a stock option granted to Jason Napolitano on 04/30/02 exercisable on 04/30/02 with expiration date 04/30/12, 0.1 shares at a price of \$7.00 per share from a stock option granted on 5/31/02 exercisable on 5/31/06 with expiration date 5/31/12 and 0.1 shares at a price of \$7.00 per share from a stock option granted on 1/31/03 exercisable on 1/31/07 with expiration date 1/31/13. Dr. Grieve offered to deliver shares valued at \$2.04 and Jason Napolitano offered to deliver \$3.02 in cash for these stock option exercises.

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- (3) Dr. Grieve offered to deliver 30,141 previously owned shares to fulfill all exercise price and minimum statutory tax withholding obligations for his stock option exercises referenced herein.
- (4) Gifts under the Uniform Gifts to Minors Act to minor daughter (Megan Grieve) who shares reporting person's household. The reporting person is the custodian of such shares but disclaims beneficial ownership of these shares.
- (5) Gifts under the Uniform Gifts to Minors Act to minor daughter (Madeline Grieve) who shares reporting person's household. The reporting person is the custodian of such shares but disclaims beneficial ownership of these shares.
- (6) Dr. Grieve disclaims beneficial ownership of all securities of the Issuer owned by his wife.  
Represents a combination of stock option exercises involving fractional shares: 0.6 shares at a price of \$7.00 per share from a stock option granted on 01/31/2003 with expiration date 01/31/2013 and 0.4 shares at a price of \$8.80 from a stock option granted on 3/30/2005 with expiration date 03/30/2015.
- (7) Represents a combination of stock option exercises involving fractional shares: 0.5 at a price of \$8.80 per share from a stock option granted on 03/30/2005 with expiration date 03/30/2015, 0.4 shares at a price of \$7.00 from a stock option granted on 1/31/2003 with expiration date 01/31/2013 and 0.1 share at a price of \$8.80 from a stock option granted on 3/30/2005 with expiration date 03/30/2015.
- (8)

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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