



c/o National City Bank
 Shareholder Services Operations
 Locator 5352
 P. O. Box 94509
 Cleveland, OH 44101-4509

**PLEASE SUBMIT YOUR PROXY BY
 PHONE OR BY INTERNET, OR RETURN
 THIS CARD AFTER SIGNING AND
 DATING IT.**

Vote by Telephone
Toll-free via touch-tone
 phone: **1-888-693-8683**
 Have your proxy card and
 follow instructions.

Vote by Internet
 Go to
www.cesvote.com
 Have your proxy card and
 follow instructions.

Vote by Mail
 Return your proxy
 in the **postage-paid**
 envelope provided.

IMPORTANT

**If you hold shares in a Quest Diagnostics employee benefit plan, your vote for such shares
 must be received by 11:00 p.m., EDT on May 13, 2008, to assure that it is counted.**



↓ **If voting by mail, please sign and date the card below and fold and detach card at perforation before mailing.** ↓

The Board of Directors of Quest Diagnostics Incorporated recommends a vote FOR the nominees listed and FOR proposal 2.

1. ELECTION OF DIRECTORS

- | | | | |
|-----------|----------------------------------|---------------------------------------|---|
| Nominees: | (1) William F. Buehler | (2) Rosanne Haggerty | (3) Daniel C. Stanzione, Ph.D. |
| | <input type="checkbox"/> FOR all | <input type="checkbox"/> WITHHOLD all | <input type="checkbox"/> FOR all except (*) |

INSTRUCTION: To withhold authority to vote for any individual nominee, strike that nominee's name.

2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2008.

- FOR** **AGAINST** **ABSTAIN**

By checking this box, I consent to access future stockholder communications (e.g., annual reports, proxy statements and related proxy materials) over the internet, as described in the proxy statement and the accompanying notice.

Signature(s) _____

Date: _____, 2008

IMPORTANT – Please sign exactly as imprinted (do not print). When signing on behalf of a corporation, partnership, estate or trust, indicate title or capacity of person signing. If shares are held jointly, each holder must sign.

QUEST DIAGNOSTICS INCORPORATED

3 Giralda Farms
Madison, New Jersey 07940

NOTICE

Notice of 2008 Quest Diagnostics Incorporated Annual Meeting of Shareholders
The Hilton at Short Hills, 41 J.F. Kennedy Parkway, Short Hills, New Jersey
May 16, 2008, 10:30 a.m. local time

At the meeting we plan to:

- elect three members of the Board of Directors;
- consider ratifying the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2008; and
- transact such other business as may properly come before the meeting.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS NOW AVAILABLE

If you are a registered holder of shares, you have the option to access future shareholder communications (e.g., annual reports, proxy statements and related proxy materials) over the Internet instead of receiving those documents in print. There is no cost to you for this service other than any charges that you may incur from your Internet provider, telephone or cable company. Once you give your consent, it will remain in effect until you inform us otherwise. To give your consent to access materials electronically, follow the prompts when you vote by telephone or over the Internet, or check the box on the reverse side of this card when granting your proxy by mail.

SHAREHOLDER INFORMATION

If you are a registered shareholder and have questions regarding your Quest Diagnostics stock, you may contact our transfer agent and registrar as follows:

National City Bank, Dept 5352
Shareholder Services Operations
P.O. Box 92301
Cleveland, Ohio 44193-0900
Toll-free telephone 800-622-6757
Email address: shareholder.inquiries@nationalcity.com

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THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Michael E. Prevoznik and William J. O'Shaughnessy, Jr., and each of them, attorneys and proxies with full power of substitution, to represent and to vote on behalf of the undersigned all the shares of common stock of Quest Diagnostics Incorporated that the undersigned is entitled in any capacity to vote if personally present at the 2008 Annual Meeting of Shareholders to be held on Friday, May 16, 2008, and at any adjournments or postponements thereof, in accordance with the instructions set forth on the reverse and with the same effect as though the undersigned were present in person and voting such shares. The proxies are authorized in their discretion to vote for the election of a person to the Board of Directors if any nominee named herein becomes unable to serve or for good cause will not serve, upon all matters incident to the conduct of the meeting, and upon such other business as may come before the meeting.

THIS PROXY WILL BE VOTED AS DIRECTED. IF THIS PROXY IS SIGNED, BUT NO DIRECTION IS MADE, IT WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATION OF THE BOARD OF DIRECTORS OF QUEST DIAGNOSTICS INCORPORATED.