

PERRIGO CO

Form 4

December 19, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brown Judy L

(Last) (First) (Middle)

C/O PERRIGO COMPANY, 515  
EASTERN AVENUE

(Street)

ALLEGAN, MI 49010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
PERRIGO CO [PRGO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Executive VP &amp; CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/18/2013		D		7,445	D	<u>11</u> 0

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/18/2013		D	2,578	08/23/2015	08/23/2015	Common Stock	2,578
Restricted Stock Units	\$ 0	12/18/2013		D	2,877	08/22/2016	08/22/2016	Common Stock	2,877
Restricted Stock Units	\$ 0	12/18/2013		D	3,475	08/23/2014	08/23/2014	Common Stock	3,475
Employee Stock Option Right to Buy	\$ 35.85	12/18/2013		D	6,061	<u>(5)</u>	08/25/2018	Common Stock	6,061
Employee Stock Option Right to Buy	\$ 58.82	12/18/2013		D	12,901	<u>(6)</u>	08/19/2020	Common Stock	12,901
Employee Stock Option Right to Buy	\$ 119.78	12/18/2013		D	13,450	<u>(7)</u>	08/22/2023	Common Stock	13,450
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		D	14,089	<u>(8)</u>	08/23/2021	Common Stock	14,089
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		D	15,695	<u>(9)</u>	08/23/2022	Common Stock	15,695

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Judy L C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			Executive VP & CFO	

## Signatures

/s/ Penny Bursma, attorney-in-fact for Ms. Judy L. Brown

12/19/2013

\_\_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) Represents shares of Perrigo Company ("Perrigo") disposed of pursuant to merger of a wholly-owned subsidiary of Perrigo Company plc ("New Perrigo") with and into Perrigo, with Perrigo surviving the merger as a wholly-owned subsidiary of New Perrigo ("the Merger"), in exchange for cash and ordinary shares of New Perrigo, which was consummated after and conditioned on New Perrigo's acquisition of Elan Corporation plc, by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Perrigo common share was cancelled and converted into the right to receive one New Perrigo ordinary share and \$0.01 in cash.

(2) These restricted stock units, which vest on August 23, 2015, were assumed by New Perrigo in the Merger and converted into 2,578 New Perrigo restricted stock units with the same terms and conditions as the original Perrigo restricted stock units.

(3) These restricted stock units, which vest on August 22, 2016, were assumed by New Perrigo in the Merger and converted into 2,877 New Perrigo restricted stock units with the same terms and conditions as the original Perrigo restricted stock units.

(4) These restricted stock units, which vest on August 23, 2014, were assumed by New Perrigo in the Merger and converted into 3,475 New Perrigo restricted stock units with the same terms and conditions as the original Perrigo restricted stock units.

(5) This option, which was fully vested at the effective time of the Merger, was assumed by New Perrigo in the Merger and converted into an option to purchase 6,061 ordinary shares of New Perrigo for \$35.85 per share with the same terms and conditions as the original Perrigo stock option.

(6) This option, which provided for vesting in three equal installments beginning on August 19, 2011, was assumed by New Perrigo in the Merger and converted into an option to purchase 12,901 ordinary shares of New Perrigo for \$58.82 per share with the same terms and conditions as the original Perrigo stock option.

(7) This option, which provided for vesting in three equal installments beginning on August 22, 2014, was assumed by New Perrigo in the Merger and converted into an option to purchase 13,450 ordinary shares of New Perrigo for \$119.78 per share with the same terms and conditions as the original Perrigo stock option.

(8) This option, which provided for vesting in three equal installments beginning on August 23, 2012, was assumed by New Perrigo in the Merger and converted into an option to purchase 14,089 ordinary shares of New Perrigo for \$90.65 per share with the same terms and conditions as the original Perrigo stock option.

(9) This option, which provided for vesting in three equal installments beginning on August 23, 2013, was assumed by New Perrigo in the Merger and converted into an option to purchase 15,695 ordinary shares of New Perrigo for \$108.62 per share with the same terms and conditions as the original Perrigo stock option.

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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