

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shah Jatin

(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)

Sr VP & Chief Scientific Offic

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)
Common Stock	12/18/2013		D	4,166 D	11 0	D	

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

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information contained in this form are not
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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		552		08/23/2015	08/23/2015	Common Stock	552
Restricted Stock Units	\$ 0	12/18/2013		D		693		08/22/2016	08/22/2016	Common Stock	693
Restricted Stock Units	\$ 0	12/18/2013		D		794		08/23/2014	08/23/2014	Common Stock	794
Employee Stock Option Right to Buy	\$ 35.85	12/18/2013		D		2,105		<u>(5)</u>	08/25/2018	Common Stock	2,105
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		D		3,220		<u>(6)</u>	08/23/2021	Common Stock	3,220
Employee Stock Option Right to Buy	\$ 119.78	12/18/2013		D		3,240		<u>(7)</u>	08/22/2023	Common Stock	3,240
Employee Stock Option Right to Buy	\$ 58.82	12/18/2013		D		3,308		<u>(8)</u>	08/19/2020	Common Stock	3,308
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		D		3,363		<u>(9)</u>	08/23/2022	Common Stock	3,363

Employee Stock Option Right to Buy	\$ 30.06	12/18/2013	D	4,310	(10)	08/25/2019	Common Stock	4,310
Employee Stock Option Right to Buy	\$ 20.5	12/18/2013	D	4,993	(11)	08/30/2017	Common Stock	4,993

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shah Jatin C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			Sr VP & Chief Scientific Offic	

Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Jatin Shah
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 552 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 693 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 794 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 2,105 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 23, 2012, was assumed by New Perrigo in the Merger and converted into an option to purchase 3,220 ordinary shares of New Perrigo for \$90.65 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 3,240 ordinary shares of New Perrigo for \$119.78 per share with the same terms and

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conditions as the original Perrigo stock option.

- (8) 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 3,308 ordinary shares of New Perrigo for \$58.82 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 3,363 ordinary shares of New Perrigo for \$108.62 per share with the same terms and conditions as the original Perrigo stock option.

- (10) 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 4,310 ordinary shares of New Perrigo for \$30.06 per share with the same terms and conditions as the original Perrigo stock option.

- (11) 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 4,993 ordinary shares of New Perrigo for \$20.50 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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