

PERRIGO CO

Form 4

August 18, 2006

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 *
HENDRICKSON JOHN T

(Last) (First) (Middle)

**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)

06/30/2006

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 ____ Other (specify
below) below)

Exec VP&GM PRGO Con Healthcare

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	08/16/2006		A ⁽¹⁾	4,716 A \$ 0	51,795	D	
Common Stock	06/30/2006		I	19 A \$ 0	11,294	I	By Profit Sharing Plan. ⁽²⁾

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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(9-02)

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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right To Buy	\$ 15.47	08/16/2006		A	5,480	08/16/2007	08/16/2016	Common Stock	5,480
Employee Stock Option Right To Buy	\$ 15.47	08/16/2006		A	5,480	08/16/2008	08/16/2016	Common Stock	5,480
Employee Stock Option Right To Buy	\$ 15.47	08/16/2006		A	5,480	08/16/2009	08/16/2016	Common Stock	5,480
Employee Stock Option Right To Buy	\$ 15.47	08/16/2006		A	5,480	08/16/2010	08/16/2016	Common Stock	5,480
Employee Stock Option Right To Buy	\$ 15.47	08/16/2006		A	5,480	08/16/2011	08/16/2016	Common Stock	5,480

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENDRICKSON JOHN T PERRIGO COMPANY	Exec VP&GM PRGO Con Healthcare

515 EASTERN AVENUE
ALLEGAN, MI 49010

Signatures

Todd W. Kingma, Power of Attorney for John T.
Hendrickson

08/18/2006

____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) Restricted Stock awarded Mr. Hendrickson in his capacity as Exec VP & General Manager, pursuant to the 2003 Long-Term Incentive Plan.
- (2) By Profit Sharing Plan as of June 30, 2006.

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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