

PERRIGO CO

Form 4

August 22, 2008

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Needham Jeffrey

(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)

08/20/2008

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 Commercial Business Dev

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/20/2008		M	1,934	A \$ 6.1562	6,964	D
Common Stock	08/20/2008		S	100	D \$ 35.47	6,864	D
Common Stock	08/20/2008		S	34	D \$ 35.48	6,830	D
Common Stock	08/20/2008		S	300	D \$ 35.5	6,530	D
Common Stock	08/20/2008		S	200	D \$ 35.51	6,330	D

Edgar Filing: PERRIGO CO - Form 4

Common Stock	08/20/2008	S	1,300	D	\$ 35.52	5,030	D
Common Stock	08/21/2008	M	18,398	A	\$ 6.1562	23,128	D
Common Stock	08/21/2008	S	300	D	\$ 35.24	23,128	D
Common Stock	08/21/2008	S	7,200	D	\$ 35.26	15,928	D
Common Stock	08/21/2008	S	4,000	D	\$ 35.28	11,928	D
Common Stock	08/21/2008	S	2,898	D	\$ 35.29	9,030	D
Common Stock	08/21/2008	S	520	D	\$ 35.45	8,510	D
Common Stock	08/21/2008	S	200	D	\$ 35.46	8,310	D
Common Stock	08/21/2008	S	2,300	D	\$ 35.48	6,010	D
Common Stock	08/21/2008	S	980	D	\$ 35.63	5,030	D

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)

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
Employee Stock Option Right to Buy	\$ 6.1562	08/20/2008		M		1,934		05/30/2004	05/30/2010	Common	10,166

Employee

Stock

Option	\$ 6.1562	08/21/2008	M	8,232	05/30/2004	05/30/2010	Common	8,232
Right to Buy								

Employee

Stock

Option	\$ 6.1562	08/21/2008	M	10,166	05/30/2005	05/30/2010	Common	10,166
Right to Buy								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Needham Jeffrey C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			Sr. VP Commercial Business Dev	

Signatures

Jeffrey R. Needham	08/22/2008
-----------------------	------------

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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