

PERRIGO CO
Form 4
December 19, 2013

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)
Executive VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
				(A) or (D) Price			
Common Stock	12/18/2013		D	7,445 D	0	D	

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

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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. 12/19/2013
Brown

**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).
- 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.
- (1) 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.
 - (2) 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.
 - (3) 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.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) 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.
 - (8) 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.
 - (9)

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.