

Steris plc
Form 4
June 02, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosebrough Walter M Jr

(Last) (First) (Middle)

C/O CHANCERY HOUSE, 190
WATERSIDE ROAD, HAMILTON
INDUSTRIAL PARK

(Street)

LEISCETER, X0 LE5 1QZ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Steris plc [STE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2016

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)
President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares, 0.10 Nominal Value | 05/31/2016 | | F | 2,385 (1) | \$ 69.43 | 108,991 | D |
| Ordinary Shares, 0.10 Nominal Value | 05/31/2016 | | F | 2,987 (2) | \$ 69.43 | 106,004 | D |
| | 05/31/2016 | | F | | | 103,966 | D |

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| | | | | | | | | | |
|-------------------------------------|------------|---|--|---------------------|---|----------|--------------------|---|--------------------------------|
| Ordinary Shares, 0.10 Nominal Value | | | | 2,038 <u>(3)</u> | | \$ 69.43 | | | |
| Ordinary Shares, 0.10 Nominal Value | 05/31/2016 | F | | 1,766 <u>(4)</u> | D | \$ 69.43 | 102,200 | D | |
| Ordinary Shares, 0.10 Nominal Value | 06/01/2016 | A | | 18,724 | A | \$ 0 | 120,924 <u>(5)</u> | D | |
| Ordinary Shares, 0.10 Nominal Value | | | | | | | 10,000 | I | See Footnote Below. <u>(6)</u> |
| Ordinary Shares, 0.10 Nominal Value | | | | | | | 68,806 | I | See Footnote Below. <u>(7)</u> |

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

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(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 of Number of Shares |
| Employee Stock Option (right to | \$ 69.72 | 06/01/2016 | | A | V (A) (D) | <u>(8)</u> | 06/01/2026 | Ordinary Shares, 0.10 | 112,340 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rosebrough Walter M Jr C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEISCESTER, X0 LE5 1QZ | X | | President & CEO | |

Signatures

/s/ J. Adam Zangerle, Authorized Representative under Power of Attorney

06/02/2016

__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) 2,385 shares were withheld from the 5,000 restricted shares that vested on May 31, 2016. These 2,385 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 5,000 ordinary shares were awarded to Mr. Rosebrough on May 30, 2012 as part of an award of 20,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2016.

(2) 2,987 shares were withheld from the 6,250 restricted shares that vested on May 31, 2016. These 2,987 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 6,250 ordinary shares were awarded to Mr. Rosebrough on May 31, 2013 as part of an award of 25,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2016. The remaining restrictions on these ordinary shares lapse as follows: 6,250 on May 31, 2017.

(3) 2,038 shares were withheld from the 4,250 restricted shares that vested on May 31, 2016. These 2,038 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 4,250 ordinary shares were awarded to Mr. Rosebrough on May 30, 2014 as part of an award of 17,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2016. The remaining restrictions on these ordinary shares lapse as follows: 4,250 on May 30, 2017 and 4,250 on May 30, 2018.

(4) 1,766 shares were withheld from the 3,625 restricted shares that vested on May 31, 2016. These 1,766 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 3,625 ordinary shares were awarded to Mr. Rosebrough on August 10, 2015 as part of an award of 14,500 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2016. The remaining restrictions on these ordinary shares lapse as follows: 3,625 on May 30, 2017, 3,625 on May 28, 2018, and 3,625 on May 28, 2019.

(5) These 120,924 ordinary shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit.

(6) These ordinary shares are held by the Reporting Person as Trustee of an irrevocable trust established for the benefit of the children of the Reporting Person and the Reporting Person's Spouse.

(7) These ordinary shares are held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit.

(8) This option becomes exercisable as follows: 28,085 on June 1, 2017; 28,085 on June 1, 2018; 28,085 on June 3, 2019 and 28,085 on June 1, 2020.

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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