

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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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 *
Farrington Thomas

(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)
Senior VP and CIO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/18/2013 | | D | | 1,040 | D | 0 |
| Common Stock | 12/18/2013 | | D | | 2,098.267 | D | 0 |

By 401(k) Plan

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

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SEC 1474 (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 |
| 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 | 662 | 08/23/2014 | 08/23/2014 | Common Stock | 662 |
| 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 | 798 | 02/06/2015 | 02/06/2015 | Common Stock | 798 |
| Employee Stock Option Right to Buy | \$ 90.65 | 12/18/2013 | | D | 2,684 | <u>(6)</u> | 08/23/2021 | Common Stock | 2,684 |
| 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 | \$ 108.62 | 12/18/2013 | | D | 3,363 | <u>(8)</u> | 08/23/2022 | Common Stock | 3,363 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Farrington Thomas
C/O PERRIGO COMPANY
515 EASTERN AVENUE
ALLEGAN, MI 49010

Senior VP and CIO

Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Thomas
Farrington

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).
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 552 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 23, 2014, were assumed by New Perrigo in the Merger and converted into 662 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 February 6, 2015, were assumed by New Perrigo in the Merger and converted into 798 New Perrigo restricted stock units with the same terms and conditions as the original Perrigo restricted stock units.
This option, which provided for vesting in three equal installments beginning on August 23, 2012, was assumed by New Perrigo in the
(5) Merger and converted into an option to purchase 2,684 ordinary shares of New Perrigo for \$90.65 per share with the same terms and conditions as the original Perrigo stock option.
This option, which provided for vesting in three equal installments beginning on August 22, 2014, was assumed by New Perrigo in the
(6) 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 conditions as the original Perrigo stock option.
This option, which provided for vesting in three equal installments beginning on August 23, 2013, was assumed by New Perrigo in the
(7) 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.
(8)

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.