

HENDRICKSON JOHN T
Form 4
August 29, 2012

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 *
HENDRICKSON JOHN T

(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)
08/27/2012

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)
EVP Global Operations & Supply

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/27/2012		M		6,627	A	\$ 110.66 6,627
Common Stock	08/27/2012		F		2,272	D	\$ 110.66 4,335
Common Stock	08/27/2012		M		3,992	A	\$ 110.66 8,347
Common Stock	08/27/2012		F		1,681	D	\$ 110.66 6,666
Common Stock	08/27/2012		M		3,591	A	\$ 30.06 10,257

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Common Stock	08/27/2012	S	3,591	D	\$ 109.2	6,666	D	
Common Stock	08/28/2012	S	6,666	D	\$ 110.656 <u>(4)</u>	0	D	
Common Stock						25,279	I	By Trust <u>(1)</u>

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)

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	(2)	08/27/2012		M	6,627	08/27/2012 08/27/2012	Common Stock	6,627	
Restricted Stock Units	(3)	08/27/2012		M	3,992	08/27/2012 08/27/2012	Common Stock	3,992	
Employee Stock Option Right to Buy	\$ 30.06	08/27/2012		M	3,591	08/25/2012 08/25/2019	Common Stock	3,591	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				EVP Global Operations & Supply

HENDRICKSON JOHN T
C/O PERRIGO COMPANY
515 EASTERN AVENUE
ALLEGAN, MI 49010

Signatures

Penny Bursma, Power of Attorney for John T.
Hendrickson

08/29/2012

__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) Shares held in the John T. Hendrickson Trust, of which the reporting person is hte Trustee.
- (2) Vesting of Performance-based Restricted Stock Units granted on August 25, 2009.
- (3) Vesting of Restricted Stock Units granted on August 25, 2009.

The price in column 4 is a weighted average. The prices actually received ranged from \$110.16 to \$111.05. For all transactions reported (4) in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

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.