

FRATES JAMES M
Form 4
September 20, 2011

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 *
FRATES JAMES M

(Last) (First) (Middle)

TREASURY BUILDING, LOWER
GRAND CANAL STREET

(Street)

DUBLIN 2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Alkermes plc. [ALKS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2011

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)
SVP & CFO, Alkermes plc

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|---------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/16/2011 | | A | | 74,606 | A | 11 | 74,606 | D | |
| Common Stock | 09/16/2011 | | A | | 4,000 | A | 11 | 4,000 | I | By Sons |

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)

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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 Number Shares |
| Non Qualified Stock Option (Right to Buy) | \$ 19.4 | 09/16/2011 | | A | | 54,845 | | <u>(2)</u> | 10/02/2011 | Common Stock | 54,845 |
| Incentive Stock Option (Right to Buy) | \$ 19.4 | 09/16/2011 | | A | | 5,155 | | <u>(2)</u> | 10/02/2011 | Common Stock | 5,155 |
| Non Qualified Stock Option (Right to Buy) | \$ 4.77 | 09/16/2011 | | A | | 22,296 | | <u>(2)</u> | 07/18/2012 | Common Stock | 22,296 |
| Incentive Stock Option (Right to Buy) | \$ 4.77 | 09/16/2011 | | A | | 7,504 | | <u>(2)</u> | 07/18/2012 | Common Stock | 7,504 |
| Incentive Stock Option (Right to Buy) | \$ 7.36 | 09/16/2011 | | A | | 8,726 | | <u>(2)</u> | 12/12/2012 | Common Stock | 8,726 |
| Non Qualified Stock Option (Right to Buy) | \$ 7.36 | 09/16/2011 | | A | | 61,274 | | <u>(2)</u> | 12/12/2012 | Common Stock | 61,274 |
| Incentive Stock Option | \$ 9.97 | 09/16/2011 | | A | | 8,750 | | <u>(2)</u> | 04/25/2013 | Common Stock | 8,750 |

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| | | | | | | | | | |
|---|----------|------------|---|---------|------------|------------|--------------|---------|--|
| (Right to Buy) | | | | | | | | | |
| Non Qualified Stock Option (Right to Buy) | \$ 9.97 | 09/16/2011 | A | 26,250 | <u>(2)</u> | 04/25/2013 | Common Stock | 26,250 | |
| Incentive Stock Option (Right to Buy) | \$ 14.57 | 09/16/2011 | A | 875 | <u>(2)</u> | 10/17/2013 | Common Stock | 875 | |
| Non Qualified Stock Option (Right to Buy) | \$ 14.57 | 09/16/2011 | A | 30,625 | <u>(2)</u> | 10/17/2013 | Common Stock | 30,625 | |
| Non Qualified Stock Option (Right to Buy) | \$ 12.16 | 09/16/2011 | A | 83,499 | <u>(2)</u> | 12/10/2013 | Common Stock | 83,499 | |
| Incentive Stock Option (Right to Buy) | \$ 12.16 | 09/16/2011 | A | 1 | <u>(2)</u> | 12/10/2013 | Common Stock | 1 | |
| Incentive Stock Option (Right to Buy) | \$ 12.3 | 09/16/2011 | A | 8,130 | <u>(2)</u> | 07/12/2014 | Common Stock | 8,130 | |
| Non Qualified Stock Option (Right to Buy) | \$ 12.3 | 09/16/2011 | A | 36,870 | <u>(2)</u> | 07/12/2014 | Common Stock | 36,870 | |
| Non Qualified Stock Option (Right to Buy) | \$ 14.9 | 09/16/2011 | A | 105,000 | <u>(2)</u> | 12/17/2014 | Common Stock | 105,000 | |

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| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|-----------------|--------|
| Non Qualified Stock Option (Right to Buy) | \$ 18.6 | 09/16/2011 | A | 50,874 | <u>(2)</u> | 12/09/2015 | Common Stock | 50,874 |
| Incentive Stock Option (Right to Buy) | \$ 18.6 | 09/16/2011 | A | 5,376 | <u>(2)</u> | 12/09/2015 | Common Stock | 5,376 |
| Non Qualified Stock Option (Right to Buy) | \$ 20.79 | 09/16/2011 | A | 23,315 | <u>(2)</u> | 05/02/2016 | Common Stock | 23,315 |
| Incentive Stock Option (Right to Buy) | \$ 20.79 | 09/16/2011 | A | 4,810 | <u>(2)</u> | 05/02/2016 | Common Stock | 4,810 |
| Non Qualified Stock Option (Right to Buy) | \$ 14.38 | 09/16/2011 | A | 40,000 | <u>(2)</u> | 12/12/2016 | Common Stock | 40,000 |
| Incentive Stock Option (Right to Buy) | \$ 15.95 | 09/16/2011 | A | 6,269 | <u>(2)</u> | 06/01/2017 | Common Stock | 6,269 |
| Non Qualified Stock Option (Right to Buy) | \$ 15.95 | 09/16/2011 | A | 23,731 | <u>(2)</u> | 06/01/2017 | Common Stock | 23,731 |
| Employee Stock Option (Right to Buy) | \$ 14.13 | 09/16/2011 | A | 15,000 | <u>(4)</u> | 11/05/2017 | Common Stock | 15,000 |
| Employee Stock Option | \$ 12.29 | 09/16/2011 | A | 50,000 | <u>(5)</u> | 05/27/2018 | Common Stock | 50,000 |

(Right to Buy)

Employee Stock

| | | | | | | | | |
|-----------------------|---------|------------|---|--------|-----|------------|--------------|--------|
| Option (Right to Buy) | \$ 8.55 | 09/16/2011 | A | 65,000 | (6) | 05/26/2019 | Common Stock | 65,000 |
|-----------------------|---------|------------|---|--------|-----|------------|--------------|--------|

Restricted Stock Award

| | | | | | | | | |
|--|------|------------|---|-------|-----|-----|--------------|-------|
| | \$ 0 | 09/16/2011 | A | 4,250 | (6) | (6) | Common Stock | 4,250 |
|--|------|------------|---|-------|-----|-----|--------------|-------|

Employee Stock

| | | | | | | | | |
|-----------------------|---------|------------|---|--------|-----|------------|--------------|--------|
| Option (Right to Buy) | \$ 9.21 | 09/16/2011 | A | 50,000 | (8) | 11/18/2019 | Common Stock | 50,000 |
|-----------------------|---------|------------|---|--------|-----|------------|--------------|--------|

Restricted Stock Award

| | | | | | | | | |
|--|------|------------|---|--------|-----|-----|--------------|--------|
| | \$ 0 | 09/16/2011 | A | 18,750 | (8) | (8) | Common Stock | 18,750 |
|--|------|------------|---|--------|-----|-----|--------------|--------|

Employee Stock

| | | | | | | | | |
|-----------------------|----------|------------|---|---------|-----|------------|--------------|---------|
| Option (Right to Buy) | \$ 11.74 | 09/16/2011 | A | 120,500 | (9) | 05/17/2020 | Common Stock | 120,500 |
|-----------------------|----------|------------|---|---------|-----|------------|--------------|---------|

Restricted Stock Unit Award

| | | | | | | | | |
|--|------|------------|---|--------|-----|-----|--------------|--------|
| | \$ 0 | 09/16/2011 | A | 13,050 | (9) | (9) | Common Stock | 13,050 |
|--|------|------------|---|--------|-----|-----|--------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRATES JAMES M TREASURY BUILDING LOWER GRAND CANAL STREET DUBLIN 2 | | | SVP & CFO, Alkermes plc | |

Signatures

/s/ Jennifer Baptiste, attorney-in-fact for James M. Frates

09/20/2011

__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)

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Received in exchange for shares of Alkermes, Inc. common stock in connection with the merger of Alkermes, Inc. and the global drug delivery technologies business of Elan (the "Merger"). On 9/16/11, the effective date of the Merger, the closing price of ALKS was \$16.57 per share.

- (2) These options are fully vested in accordance with their terms.
- (3) Received in exchange for, and having substantially the same terms as, stock options of Alkermes, Inc. common stock in connection with the Merger.
- (4) 75% vested as of 9/16/11, remainder vests on 11/5/11.
- (5) 75% vested as of 9/16/11, remainder vests on 5/27/12.
- (6) 50% vested as of 9/16/11, remainder vests in 2 equal annual installments beginning on 5/26/12.
- (7) Received in exchange for, and having substantially the same terms as, restricted stock unit awards of Alkermes, Inc. common stock in connection with the Merger.
- (8) 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 11/18/11.
- (9) 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 5/17/12.

Remarks:

Form 1 of 2

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.