

PERRIGO CO
Form 4
December 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Hoffing Ellen Randi

(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)

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) Code V Amount (D) Price			
Common Stock	12/18/2013		D	7,601 D 0		D	

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

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SEC 1474
(9-02)

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)	8. Amount or Number of Shares
Director Stock Option Right to Buy	\$ 36.06	12/18/2013		D	806	<u>(2)</u> 10/30/2017	Common Stock	806
Director Stock Option Right to Buy	\$ 59.74	12/18/2013		D	2,224	<u>(3)</u> 11/09/2020	Common Stock	2,224
Director Stock Option Right to Buy	\$ 89.42	12/18/2013		D	2,275	<u>(4)</u> 11/03/2021	Common Stock	2,275
Director Stock Option Right to Buy	\$ 100.84	12/18/2013		D	2,726	<u>(5)</u> 11/14/2022	Common Stock	2,726
Director Stock Option Right to Buy	\$ 39.62	12/18/2013		D	3,053	<u>(6)</u> 11/09/2019	Common Stock	3,053
Director Stock Option Right to Buy	\$ 34.45	12/18/2013		D	3,351	<u>(7)</u> 11/13/2018	Common Stock	3,351

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hoffing Ellen Randi
 C/O PERRIGO COMPANY X
 515 EASTERN AVENUE
 ALLEGAN, MI 49010

Signatures

/s/ Penny Bursma, attorney-in-fact for Ms. Hoffing 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).
- (1) 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.
- (2) 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 806 ordinary shares of New Perrigo for \$36.06 per share with the same terms and conditions as the original Perrigo stock option.
- (3) 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 2,224 ordinary shares of New Perrigo for \$59.74 per share with the same terms and conditions as the original Perrigo stock option.
- (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 2,275 ordinary shares of New Perrigo for \$89.42 per share with the same terms and conditions as the original Perrigo stock option.
- (5) This option, which vests on the date of the next Annual Shareholders Meeting in the Fall of 2014, was assumed by New Perrigo in the Merger and converted into an option to purchase 2,726 ordinary shares of New Perrigo for \$100.84 per share with the same terms and conditions as the original Perrigo stock option.
- (6) 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 3,053 ordinary shares of New Perrigo for \$39.62 per share with the same terms and conditions as the original Perrigo stock option.
- (7) 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 3,351 ordinary shares of New Perrigo for \$34.45 per share with the same terms and conditions as the original Perrigo stock option.

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.