

PERRIGO CO
Form 4
December 16, 2013

FORM 4

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

OMB APPROVAL

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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 *
PAPA JOSEPH C

(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)
12/12/2013

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)
President and CEO / Chairman

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	12/12/2013		M		3,963	A	\$ 35.85
Common Stock	12/12/2013		S ⁽¹⁾		3,963	D	\$ 150.2179
Common Stock	12/12/2013		M		2,186	A	\$ 30.06
Common Stock	12/12/2013		S ⁽¹⁾		2,186	D	\$ 150.4851
	12/12/2013		M		8,851	A	\$ 58.82

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Common
Stock

Common Stock	12/12/2013		S ⁽¹⁾	1,164	D	\$ 149.4278 <u>(4)</u>	124,342	D
Common Stock	12/12/2013		S ⁽¹⁾	7,687	D	\$ 150.073 <u>(5)</u>	116,655	D
Common Stock	12/09/2013		G V	20,000	D	\$ 0	96,655	D

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option Right to Buy	\$ 35.85	12/12/2013		M	3,963	<u>(6)</u> 08/25/2018	Common Stock	3,963
Employee Stock Option Right to Buy	\$ 30.06	12/12/2013		M	2,186	08/25/2010 08/25/2019	Common Stock	2,186
Employee Stock Option Right to Buy	\$ 58.82	12/12/2013		M	8,851	<u>(7)</u> 08/19/2020	Common Stock	8,851

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPA JOSEPH C C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010	X		President and CEO	Chairman

Signatures

/s/ Penny Bursma, Attorney-in-fact for Joseph C.

Papa

12/16/2013

__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) This transaction was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on November 11, 2013. This 10b5-1 sales plan will expire on the close of business November 11, 2014.

The price in column 4 is a weighted average. The prices actually received ranged from \$149.85 to \$150.61. For all transactions reported
- (2) 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.

The price in column 4 is a weighted average. The prices actually received ranged from \$150.28 to \$150.68. For all transactions reported
- (3) 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.

The price in column 4 is a weighted average. The prices actually received ranged from \$149.37 to \$149.465. 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.

The price in column 4 is a weighted average. The prices actually received ranged from \$149.48 to \$150.47. For all transactions reported
- (5) 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.
- (6) Exercisable in 3 equal annual installments beginning 8/25/09.
- (7) Exercisable in 3 equal annual installments beginning 8/19/11.

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.