

Breeden Richard C  
 Form 4/A  
 March 07, 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 \*  
 Breeden Richard C

2. Issuer Name and Ticker or Trading Symbol  
 STERIS CORP [STE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/16/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O BREEDEN CAPITAL MANAGEMENT LLC, 100 NORTHFIELD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/05/2011

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

GREENWICH, CT 06830

(City) (State) (Zip)

**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 or Price		
Common Shares, No Par Value	03/16/2011		A		7,514 <sup>(2)</sup>	A	(2) 18,458
Common Shares, No Par Value	08/03/2011		A		\$ 1,186	A	\$ 31.61 19,644
Common Shares, No Par Value	08/03/2011		A		\$ 0 1,186	A	\$ 0 20,830 <sup>(3)</sup>
Common							5,067,321 I See

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Shares, No  
Par Value

footnote  
(1)

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)	8. Amount or Number of Shares
Option to Purchase Common Shares	\$ 31.61	08/03/2011		A	3,121	02/03/2012 08/03/2021	Common Shares, No Par Value	3,121

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Breeden Richard C C/O BREEDEN CAPITAL MANAGEMENT LLC 100 NORTHFIELD STREET GREENWICH, CT 06830				X
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## Signatures

/s/ Richard C. Breeden 03/07/2013

\*\*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).

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- (1) This amendment is being filed to correct a previously filed Form 4. Other than as described in footnotes 2 and 3, there are no other changes from the information originally reported.

- (2) 7,514 shares were granted to a former employee of Breeden Capital Management in connection with that employee's service as a director of the Issuer. Such shares were, however, held on behalf of Breeden Capital Management. As a result of the employee's departure from the firm, the shares were transferred to Mr. Breeden on the records of the Issuer's transfer agent on March 16, 2011. This total was inadvertently left out of Mr. Breeden's reported holdings at that time, and this oversight was only recently discovered.

- (3) As of August 3, 2011, Mr. Breeden held of record 20,830 shares of Common Stock directly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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