

ALLERGAN INC
Form 4
December 10, 2008

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 *
INGRAM DOUGLAS S

(Last) (First) (Middle)
2525 DUPONT DRIVE
(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLERGAN INC [AGN]

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2008

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)
EVP, CAO, GC and Secretary

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 | 12/08/2008 | | M | | 22,420 (2) \$ 16.6936 | D | |
| Common Stock | 12/08/2008 | | S | | 13,936 (2) \$ 40.2695 | D | |
| Common Stock | | | | | 2,457.6726 (3) | I | By 401(k) Trust |
| Common Stock | | | | | 3,553.2024 (4) | I | By Esop Trust |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 16.6936 | 12/08/2008 | | M | 22,420 | 01/25/2000 ⁽¹⁾ 01/25/2009 | Common Stock 22,4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|---|---------------|-----------|----------------------------|
| | Director | 10% Owner | Officer |
| INGRAM DOUGLAS S 2525 DUPONT DRIVE IRVINE, CA 92612 | | | EVP, CAO, GC and Secretary |

Signatures

/s/ Matthew J. Maletta, attorney-in-fact for Mr. Ingram
 12/10/2008
 **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 option became exercisable in four equal installments beginning 1/25/2000.
- (2) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on November 13, 2008.
- (3) Shares allocated to reporting person's SIP account as of reporting date.
- (4) Shares allocated to the reporting person's ESOP account as of reporting date.

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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