

ALLERGAN INC
Form 4
May 02, 2012

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 ROBERT ALEXANDER

(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)
04/30/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 05/01/2012 | | A | 4,800 (1) (2) | A \$ 0 19,382.259 (3) | 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. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock Units | (4) | 04/30/2012 | | A | 15.63 (5) | (6) (6) | Common Stock | 15.63 \$ 9 |
| Phantom Stock Units | (4) | 04/30/2012 | | A | 15.63 (5) | (6) (6) | Common Stock | 15.63 \$ 9 |
| Phantom Stock Units | (4) | 05/01/2012 | | A | 20.75 (5) | (6) (6) | Common Stock | 20.75 \$ 96 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INGRAM ROBERT ALEXANDER 2525 DUPONT DRIVE IRVINE, CA 92612 | | | X | |

Signatures

/s/ Matthew J. Maletta, Attorney-in-Fact for Robert A. Ingram
 **Signature of Reporting Person
 05/02/2012
 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).
 Represents shares of the Issuer's common stock underlying restricted stock units ("RSUs") awarded to the Reporting Person. The RSUs will vest in full upon the earlier to occur of (i) the first anniversary of the grant date, or (ii) the annual meeting during the calendar year
 - (1) following the grant date of the RSUs at which one or more members of the Issuer's board of directors is standing for re-election, provided the Reporting Person remains in the Issuer's service on such date. The RSUs may vest earlier on an accelerated basis in the event of the Reporting Person's termination of service due to death or disability.
 - (2) The shares of the Issuer's common stock underlying the RSUs will be issued to the Reporting Person no later than ten (10) business days after the RSUs vest.
 - (3) Includes 4,800 shares of the Issuer's common stock underlying the RSUs awarded.

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- (4) Converts to common stock on a 1-for-1 basis.
- (5) Phantom stock units acquired under the Allergan, Inc. Deferred Directors' Fee Program in lieu of cash for meeting fees.
- (6) Phantom stock units are to be settled 100% in common stock upon the Reporting Person's retirement as an Allergan, Inc. director.

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.