

PERRIGO CO
Form 4
December 19, 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 *
Shah Jatin

(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)
Sr VP & Chief Scientific Offic

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) Price			
Common Stock	12/18/2013		D	4,166 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/18/2013		D		552		08/23/2015	08/23/2015	Common Stock	552
Restricted Stock Units	\$ 0	12/18/2013		D		693		08/22/2016	08/22/2016	Common Stock	693
Restricted Stock Units	\$ 0	12/18/2013		D		794		08/23/2014	08/23/2014	Common Stock	794
Employee Stock Option Right to Buy	\$ 35.85	12/18/2013		D		2,105		<u>(5)</u>	08/25/2018	Common Stock	2,105
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		D		3,220		<u>(6)</u>	08/23/2021	Common Stock	3,220
Employee Stock Option Right to Buy	\$ 119.78	12/18/2013		D		3,240		<u>(7)</u>	08/22/2023	Common Stock	3,240
Employee Stock Option Right to Buy	\$ 58.82	12/18/2013		D		3,308		<u>(8)</u>	08/19/2020	Common Stock	3,308
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		D		3,363		<u>(9)</u>	08/23/2022	Common Stock	3,363

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conditions as the original Perrigo stock option.

(8) 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 3,308 ordinary shares of New Perrigo for \$58.82 per share with the same terms and conditions as the original Perrigo stock option.

(9) This option, which provided for vesting in three equal installments beginning on August 23, 2013, was assumed by New Perrigo in the Merger and converted into an option to purchase 3,363 ordinary shares of New Perrigo for \$108.62 per share with the same terms and conditions as the original Perrigo stock option.

(10) 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 4,310 ordinary shares of New Perrigo for \$30.06 per share with the same terms and conditions as the original Perrigo stock option.

(11) 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 4,993 ordinary shares of New Perrigo for \$20.50 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.

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