

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 *
JANDERNOA MICHAEL J

(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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/18/2013		D	868 D 0	0	D	
Common Stock	12/18/2013		D	160,279 D 0	0	I	By Trust ⁽²⁾
Common Stock	12/18/2013		D	65,500 D 0	0	I	Jandernoa 2018 Charitable Remainder Trust
Common Stock	12/18/2013		D	120,552 D 0	0	I	Jandernoa 2028

Common Stock	12/18/2013		D	83,992	D	<u>(1)</u>	0		I	Charitable Remainder Trust S. Jandernoa Trust. <u>(3)</u>
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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
Director Stock Option Right to Buy	\$ 59.74	12/18/2013		D	2,224	<u>(4)</u> 11/09/2020	Common Stock	2,224
Director Stock Option Right to Buy	\$ 89.42	12/18/2013		D	2,275	<u>(5)</u> 11/03/2021	Common Stock	2,275
Director Stock Option Right to Buy	\$ 100.84	12/18/2013		D	2,726	<u>(6)</u> 11/14/2022	Common Stock	2,726
Director Stock Option Right to Buy	\$ 39.62	12/18/2013		D	3,053	<u>(7)</u> 11/09/2019	Common Stock	3,053

Director Stock Option Right to Buy	\$ 34.45	12/18/2013	D	3,351	<u>(8)</u>	11/13/2018	Common Stock	3,351
Director Stock Option Right to Buy	\$ 23.44	12/18/2013	D	4,650	<u>(9)</u>	10/30/2017	Common Stock	4,650
Director Stock Option Right to Buy	\$ 16.77	12/18/2013	D	5,814	<u>(10)</u>	11/10/2017	Common Stock	5,814

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANDERNOA MICHAEL J C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010	X			

Signatures

/s/ Penny Bursma attorney-in-fact for Mr.
Jandernoa

12/19/2013

**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) Represents shares of Perrigo Company ("Perrigo") disposed of pursuant to merger of a wholly-owned subsidiary of Perrigo Company plc ("New Perrigo") with and into Perrigo, with Perrigo surviving the merger as a wholly-owned subsidiary of New Perrigo ("the Merger"), in exchange for cash and ordinary shares of New Perrigo, which was consummated after and conditioned on New Perrigo's acquisition of Elan Corporation plc, by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Perrigo common share was cancelled and converted into the right to receive one New Perrigo ordinary share and \$0.01 in cash.
 - (2) Michael J. Jandernoa Trust of which Mr. Jandernoa is the Trustee.
 - (3) Susan M. Jandernoa Trust of which Mrs. Jandernoa is the Trustee.
 - (4) 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 2,224 ordinary shares of New Perrigo for \$59.74 per share with the same terms and conditions as the original Perrigo stock option.
 - (5) 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 2,275 ordinary shares of New Perrigo for \$89.42 per share with the same terms and conditions as the original Perrigo stock option.

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(6) This option, which vests on the date of the next Annual Shareholders Meeting in the Fall of 2014, was assumed by New Perrigo in the Merger and converted into an option to purchase 2,726 ordinary shares of New Perrigo for \$100.84 per share with the same terms and conditions as the original Perrigo stock option.

(7) 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 3,053 ordinary shares of New Perrigo for \$39.62 per share with the same terms and 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 3,351 ordinary shares of New Perrigo for \$34.45 per share with the same terms and conditions as the original Perrigo stock option.

(9) 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 4,650 ordinary shares of New Perrigo for \$23.44 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 5,814 ordinary shares of New Perrigo for \$16.77 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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