

PERRIGO CO

Form 4

December 19, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
 Stewart Michael Robert

(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
 ___X___ Officer (give title _____ Other (specify
 below) below)

Sr. VP Global Human Resources

6. Individual or Joint/Group Filing(Check
 Applicable Line)

___X___ 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)
Common Stock	12/18/2013		D	3,055.784	D <u>11</u> 0	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 information contained in this form are not
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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	\$ 108.62	12/18/2013		D		2,242		<u>(5)</u>	08/23/2022	Common Stock	2,242
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		D		1,073		<u>(6)</u>	08/23/2021	Common Stock	1,073
Employee Stock Option Right to Buy	\$ 119.78	12/18/2013		D		3,240		<u>(7)</u>	08/22/2023	Common Stock	3,240

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stewart Michael Robert C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010	Sr. VP Global Human Resources

Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Michael R.
Stewart

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) These restricted stock units, which settle on August 23, 2015, were assumed by New Perrigo in the Merger and converted into 552 New Perrigo restricted stock units with the same terms and conditions as the original Perrigo restricted stock units

(3) These restricted stock units, which settle on August 22, 2016, were assumed by New Perrigo in the Merger and converted into 693 New Perrigo restricted stock units with the same terms and conditions as the original Perrigo restricted stock units.

(4) These restricted stock units, which settle on August 23, 2014, were assumed by New Perrigo in the Merger and converted into 794 New Perrigo restricted stock units with the same terms and conditions as the original Perrigo restricted stock units.

(5) This option, which provided for vesting in two equal installments beginning on August 23, 2014, was assumed by New Perrigo in the Merger and converted into an option to purchase 2,242 ordinary shares of New Perrigo for \$108.62 per share with the same terms and conditions as the original Perrigo stock option.

(6) This option, which vests on August 23, 2014, was assumed by New Perrigo in the Merger and converted into an option to purchase 1,073 ordinary shares of New Perrigo for \$90.65 per share with the same terms and conditions as the original Perrigo stock option.

(7) This option, which provided for vesting in three equal installments beginning on August 22, 2014, was assumed by New Perrigo in the Merger and converted into an option to purchase 3,240 ordinary shares of New Perrigo for \$119.78 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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