PERRIGO CO
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 1)*

PERRIGO COMPANY

(Name of Issuer)

Common Stock, without par value

(Title of Class of Securities)

714290103

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)

[X] Rule 13d-1(c)

[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 7 Pages
No Exhibit Index

CUSIP NO. 714290103 13G/A PAGE 2 OF 7 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

Michael J. Jandernoa

| | | | |
|---|---|---|---|
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | (a) [ ] (b) [ ] | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization<br>United States | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 Sole Voting Power | 8,659,612 | |
| | 6 Shared Voting Power | 0 | |
| | 7 Sole Dispositive Power | 8,658,513 | |
| | 8 Shared Dispositive Power | 0 | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>9,135,802 | | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | [ ] | |
| 11 | Percent of Class Represented by Amount in Row (9)<br>12.4% | | |
| 12 | Type of Reporting Person (See Instructions)<br>IN | | |

CUSIP NO. 714290103 13G/A PAGE 3 OF 7 PAGES

| | | | |
|---|---|---|---|
| 1 | Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)<br>Michael J. Jandernoa Trust | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | (a) [ ] (b) [ ] | |

| | | | |
|---|---|---|---|
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization<br>Michigan | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | | 5 | Sole Voting Power<br>5,921,457 |
| | | 6 | Shared Voting Power<br>0 |
| | | 7 | Sole Dispositive Power<br>5,921,457 |
| | | 8 | Shared Dispositive Power<br>0 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,921,457 | | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ] (See Instructions) | | |
| 11 | Percent of Class Represented by Amount in Row (9)<br>8.1% | | |
| 12 | Type of Reporting Person (See Instructions)<br>OO-Trust | | |



ITEM 1.

| | | |
|---|---|---|
| (a) | Name of Issuer: | Perrigo Company |
| (b) | Address of Issuer's Principal Executive Offices: | 515 Eastern Avenue<br>Allegan, Michigan 49010 |

ITEM 2.

(a) - (c) Name, Principal Business Address and Citizenship of Person Filing:

Michael J. Jandernoa
c/o Law Weathers & Richardson
333 Bridge Street, NW, Suite 800
Grand Rapids, Michigan 49504
Citizenship: United States

(d) Title of Class of Securities: Common Stock, without par value.
(e) CUSIP Number: 714290103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) - (j) Not Applicable.

ITEM 4. OWNERSHIP

(a) Mr. Jandernoa is the beneficial owner of 9,135,802 shares of the Issuer's common stock, without par value. The Michael J. Jandernoa Trust, of which Mr. Jandernoa is the sole trustee, holds 5,921,457 shares of the Issuer's common stock. The Michael J. Jandernoa Grantor Trust 2, of which Mr. Jandernoa is the sole trustee and has a reversionary interest, holds 296,843 shares of the Issuer's common stock. Mr. Jandernoa holds sole voting and dispositive power in both the Michael J. Jandernoa Trust and the Michael J. Jandernoa Grantor Trust 2. The Susan M. Jandernoa Trust holds 179,347 shares of the Issuer's common stock. Mrs. Jandernoa is the sole trustee and holds sole voting and dispositive power for the shares of common stock held by the Susan M. Jandernoa Trust. The Susan M. Jandernoa Grantor Trust 2 holds 296,843 shares of the Issuer's common stock. Mrs. Jandernoa is the sole trustee and holds sole voting and dispositive power for the shares of common stock held by the Susan M. Jandernoa Grantor Trust 2. The MSJ Investment Limited Partnership owns 2,234,600 shares of the Issuer's common stock. The Michael J. Jandernoa Trust is the general partner and a limited partner of the MSJ Investment Limited Partnership. Each of three trusts established for the benefit of Mr. Jandernoa's three children are also limited partners in the MSJ Investment Limited Partnership. Mr. Jandernoa holds 1,099 shares of the Issuer's common stock in the Issuer's Profit Sharing Plan. Mr. Jandernoa holds sole voting power



and no dispositive power over the 1,099 shares of common stock held in the Issuer's Profit Sharing Plan. Mr. Jandernoa holds stock options that give him the right to acquire 205,613 shares of the Issuer's common stock within 60 days of the date of this filing. The figures above are as of January 31, 2002.

(b) As of January 31, 2002, Mr. Jandernoa was the beneficial owner of 12.4% of the Issuer's outstanding common stock, without par value. The Issuer's most recent Form 10-Q (for the quarterly period ended December 31, 2001) lists 73,375,457 shares of the Issuer's common stock, outstanding as of January 11, 2002. In addition, Mr. Jandernoa holds stock options, which give him the right to acquire 205,613 shares of the Issuer's common stock. Mr. Jandernoa's beneficial ownership percentage is based on a total of 73,581,070 shares of the Issuer's common stock, which consists of the Issuer's outstanding common stock plus shares that would become outstanding if Mr. Jandernoa exercised his stock options.

As of January 31, 2002, the Michael J. Jandernoa Trust held 8.1% of the Issuer's outstanding common stock, without par value. The beneficial ownership percentage of the Michael J. Jandernoa Trust is based on the Issuer's 73,375,457 shares of common stock outstanding as of January 11, 2002.

(c) (i) Mr. Jandernoa has sole power to vote or direct the vote of 8,659,612 shares of common stock.
(ii) Mr. Jandernoa does not share power to vote or to direct the vote of any shares of common stock.
(iii) Mr. Jandernoa has sole power to dispose or direct the disposition of 8,658,513 shares of common stock.
(iv) Mr. Jandernoa does not share power to dispose or to direct the disposition of any shares of common stock.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The Michael J. Jandernoa Trust, of which Mr. Jandernoa is the trustee, holds 5,921,457 shares of the Issuer's common stock.



ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2002
---
Date

/s/ Michael J. Jandernoa
---
Signature

Michael J. Jandernoa
---
As trustee of the Michael J. Jandernoa Trust and in his individual capacity