

Needham Jeffrey  
Form 4  
August 31, 2012

**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 \*  
Needham Jeffrey

(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)  
08/29/2012

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)  
Sr. VP Commercial Business Dev

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)	Price			
				Code	V	Amount		
Common Stock	08/29/2012		S	2,559	D	\$ 110.12 (1)	5,188	D
Common Stock	08/29/2012		M	3,052	A	\$ 30.06	8,240	D
Common Stock	08/29/2012		S	3,052	D	\$ 110.61 (2)	5,188	D
Common Stock	08/29/2012		M	1,654	A	\$ 58.82	6,842	D
Common Stock	08/29/2012		S	1,654	D	\$ 110.237 (3)	5,188	D

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Common Stock	08/29/2012	M	1,959	A	\$ 90.65	7,147	D
Common Stock	08/29/2012	S	1,959	D	\$ 110.271 <u>(4)</u>	5,188	D
Common Stock	08/30/2012	M	2,080	A	\$ 20.5	7,268	D
Common Stock	08/30/2012	S	2,080	D	\$ 108.87	5,188	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right to Buy	\$ 30.06	08/29/2012		M	3,052	08/25/2012	08/25/2019	Common Stock	3,052
Employee Stock Option Right to Buy	\$ 58.82	08/29/2012		M	1,654	08/19/2012	08/19/2020	Common Stock	1,654
Employee Stock Option Right to Buy	\$ 90.65	08/29/2012		M	1,959	08/23/2012	08/23/2021	Common Stock	1,959
	\$ 20.5	08/30/2012		M	2,080	08/30/2012	08/30/2017		2,080

Employee  
Stock  
Option  
Right to  
Buy

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Needham Jeffrey C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			Sr. VP Commercial Business Dev	

## Signatures

Jeffrey R  
Needham

08/31/2012

\*\*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) The price in column 4 is a weighted average. The prices actually received ranged from \$110.02 to \$110.24. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
  - (2) The price in column 4 is a weighted average. The prices actually received ranged from \$110.38 to \$110.90. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
  - (3) The price in column 4 is a weighted average. The prices actually received ranged from \$110.16 to \$110.39. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
  - (4) The price in column 4 is a weighted average. The prices actually received ranged from \$110.16 to \$110.44. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

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.