

Needham Jeffrey
Form 4
September 01, 2010

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

2. Issuer Name and Ticker or Trading Symbol
PERRIGO CO [PRGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O PERRIGO COMPANY, 515
EASTERN AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP Commercial Business Dev

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ALLEGAN, MI 49010

(City) (State) (Zip)

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 | 08/30/2010 | | M | A | 2,927 | \$ 0 | 17,709 | D |
| Common Stock | 08/30/2010 | | F | D | 1,195 | \$ 57.62 | 16,514 | D |
| Common Stock | 08/30/2010 | | M | A | 4,334 | \$ 35.85 | 20,848 | D |
| Common Stock | 08/30/2010 | | M | A | 2,112 | \$ 15.47 | 22,960 | D |
| Common Stock | 08/30/2010 | | M | A | 6,243 | \$ 20.5 | 29,203 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------|--------|---|
| Common Stock | 08/30/2010 | M | 3,053 | A | \$ 30.06 | 32,256 | D |
| Common Stock | 08/30/2010 | S | 20,508 | D | \$ <u>(1)</u> 57.8898 | 11,748 | D |
| Common Stock | 08/31/2010 | S | 1,030 | D | \$ 57.2108 | 10,718 | 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)

| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 08/30/2010 | | M | 2,195 | 08/30/2010 | 08/30/2010 | Common Stock | 2,195 |
| Employee Stock Option Right to Buy | \$ 35.85 | 08/30/2010 | | M | 2,167 | 08/25/2009 | 08/25/2018 | Common Stock | 2,167 |
| Employee Stock Option Right to Buy | \$ 35.85 | 08/30/2010 | | M | 2,167 | 08/25/2010 | 08/25/2018 | Common Stock | 2,167 |
| Employee Stock Option Right to Buy | \$ 15.47 | 08/30/2010 | | M | 2,112 | 08/16/2010 | 08/16/2016 | Common Stock | 2,112 |

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| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|-----------------|-------|
| Employee Stock Option Right to Buy | \$ 20.5 | 08/30/2010 | M | 2,081 | 08/30/2008 | 08/30/2017 | Common Stock | 2,081 |
| Employee Stock Option Right to Buy | \$ 20.5 | 08/30/2010 | M | 2,081 | 08/30/2009 | 08/30/2017 | Common Stock | 2,081 |
| Employee Stock Option Right to Buy | \$ 20.5 | 08/30/2010 | M | 2,081 | 08/30/2010 | 08/30/2017 | Common Stock | 2,081 |
| Employee Stock Option Right to Buy | \$ 30.06 | 08/30/2010 | M | 3,053 | 08/25/2010 | 08/25/2019 | Common Stock | 3,053 |

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

09/01/2010

**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).

The price in column 4 is a weighted average. The prices actually received ranged from \$57.73 to \$58.125. For all transactions reported in

(1) 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) Vesting of Restricted Stock Units granted on August 30, 2007.

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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