

Needham Jeffrey  
Form 4  
August 25, 2011

**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)  
08/23/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 0   | 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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |                    |                 |  |
|---|---|---|---|---|---|--|---|--|--------------------|-----------------|--|
|   |   |   |   | Code                                    | V   | (A)  | (D)   | Date<br>Exercisable                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>Right to<br>Buy      | \$ 90.65  | 08/23/2011                              |   | A                                       | 1,959   | 08/23/2012   | 08/23/2021  |  |                    | Common<br>Stock | 1,959                                  |
| Employee<br>Stock<br>Option<br>Right to<br>Buy      | \$ 90.65  | 08/23/2011                              |   | A                                       | 1,959   | 08/23/2013   | 08/23/2021  |  |                    | Common<br>Stock | 1,959                                  |
| Employee<br>Stock<br>Option<br>Right to<br>Buy      | \$ 90.65  | 08/23/2011                              |   | A                                       | 1,959   | 08/23/2014   | 08/23/2021  |  |                    | Common<br>Stock | 1,959                                  |
| Restricted<br>Stock<br>Units                        | (1)   | 08/23/2011                              |   | A <sup>(2)</sup>                        | 1,450   | 08/23/2014   | 08/23/2014  |  |                    | Common<br>Stock | 1,450                                  |

## Reporting Owners

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

## Signatures

Penny Bursma, Power of Attorney for Jeffrey R.  
Needham

08/25/2011

         \*\*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) Each Restricted Stock Unit represents a contingent right to receive one share of Perrigo Company common stock.

(2) Restricted Stock Units awarded Mr. Needham in his capacity as Executive VP Consumer Healthcare, pursuant to the 2008 Long-Term Incentive Plan.

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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