

Bardwell Kathleen
 Form 4
 June 04, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Bardwell Kathleen

(Last) (First) (Middle)

C/O RUTHERFORD HOUSE,
 STEPHENSONS
 WAY, CHADDESSEN

(Street)

DERBY, X0 DE21 6LY

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 STERIS plc [STE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/31/2018

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. V. P. & C.C.O.

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		
Ordinary Shares, 10 pence par value	05/31/2018		A	1,572 ⁽¹⁾	A	\$ 0	17,703	D
Ordinary Shares, 10 pence par value	06/01/2018		F	150 ⁽²⁾	D	\$ 104.57	17,553 ⁽³⁾	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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 114.22	05/31/2018		A	9,332	<u>(4)</u> 05/31/2028	Ordinary Shares	9,332

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bardwell Kathleen C/O RUTHERFORD HOUSE, STEPHENSONS WAY CHADDESSEN DERBY, X0 DE21 6LY			Sr. V. P. & C.C.O.	

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of Attorney

06/04/2018

**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) All 1,572 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 393 on May 31, 2019; 393 on June 1, 2020; 393 on June 1, 2021 and 393 on May 31, 2022.
- (2) 150 shares were withheld from the 500 restricted shares that vested on June 1, 2018. These 150 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 500 ordinary shares were awarded to Ms. Bardwell on June 1, 2016 as part of an award of 2,000 restricted shares. These vested shares were valued at the NYSE

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closing market price on June 1, 2017. The remaining restrictions on these ordinary shares lapse as follows: 500 on June 3, 2019 and 500 on June 1, 2020.

5,447 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 375 on October 1, 2018; 625 on

(3) May 28, 2019; 500 on May 30, 2019; 393 on May 31, 2019; 500 on June 3, 2019; 375 on October 1, 2019; 500 on June 1, 2020; 500 on June 1, 2020; 393 on June 1, 2020; 500 on June 1, 2021; 393 on June 1, 2021 and 393 on May 31, 2022.

- (4) This option becomes exercisable as follows: 2,333 on May 31, 2019; 2,333 on June 1, 2020; 2,333 on June 1, 2021 and 2,333 on May 31, 2022.

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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