

STERIS CORP  
Form 4  
August 12, 2013

**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 \*  
Breedon Richard C

(Last) (First) (Middle)

C/O BREEDEN CAPITAL  
MANAGEMENT LLC, 100  
NORTHFIELD STREET

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/08/2013

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)

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)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Shares, No Par Value     |                                      |  |                                |   | 83,329  | I  | See footnotes (1) (2)             |
| Common Shares, No Par Value     |                                      |  |                                |   | 25,295  | 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)

number.

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Common Shares           | \$ 43.92   | 08/08/2013                           |  | A                              | 4,657<br>(3)  | (4) 08/08/2023   | Common Shares, No Par Value                                   | 4,657                         |
| Career Restricted Stock Units              | (6)  | 08/08/2013                           |  | A                              | 3,016<br>(7)  | (8) (8)  | Common Shares, No Par Value                                   | 3,016                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Breeden Richard C<br>C/O BREEDEN CAPITAL MANAGEMENT LLC<br>100 NORTHFIELD STREET<br>GREENWICH, CT 06830 | X             |           |         |       |

## Signatures

/s/ Richard C. Breeden 08/12/2013

\*\*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).
- Richard C. Breeden is the managing member of Breeden Capital Partners LLC and the managing member and chairman and chief executive officer of Breeden Capital Management LLC. Breeden Capital Partners LLC is in turn the general partner of Breeden Partners L.P. (the "Fund").

## Edgar Filing: STERIS CORP - Form 4

Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended, Mr. Breeden in his capacity as managing member, as well as chairman and chief executive officer of Breeden Capital Management LLC and as the managing member of Breeden Capital Partners LLC, may be deemed to be the indirect beneficial owner of the shares of common stock of the Issuer (the "Common Stock") owned by the Fund; however, he disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- On August 8, 2013, the Issuer granted 4,657 stock options to Mr. Breeden as compensation for services rendered as a director of the
- (3) Issuer. Pursuant to the governing documents of the Fund, any economic interests realized with respect to these stock options will be distributed to the Fund.
  - (4) The stock options reported herein are fully vested immediately.
  - (5) Includes previously granted stock options with different terms of exercisability. Pursuant to the governing documents of the Fund, any economic interests realized with respect to these stock options will be distributed to the Fund.
  - (6) Each Career Restricted Stock Unit represents the right to receive one share of Common Stock six months after the cessation of Mr. Breeden's service as a director of the Issuer.
- On August 8, 2013, the Issuer granted 3,016 Career Restricted Stock Units of the Issuer to Mr. Breeden as compensation for services
- (7) rendered as a director of the Issuer. Pursuant to the governing documents of the Fund, any economic interests realized with respect to these Career Restricted Stock Units will be distributed to the Fund.
  - (8) Each Career Restricted Stock Unit is fully vested immediately and will be settled in shares of Common Stock six months after the cessation of Mr. Breeden's service as a director of the Issuer.

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.