

HENDRICKSON JOHN T  
Form 4  
February 04, 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 \*  
HENDRICKSON JOHN T

(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)  
02/02/2011

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)  
EVP Global Operations & Supply

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/02/2011		G	V 1,897 D \$ 0	61,279	I	By Trust (1)
Common Stock	02/02/2011		M	6,351 A \$ 35.85	6,351	D	
Common Stock	02/02/2011		M	17,222 A \$ 18.18	23,573	D	
Common Stock	02/02/2011		M	10,152 A \$ 14.69	33,725	D	
Common Stock	02/02/2011		M	5,480 A \$ 15.47	39,205	D	

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Common Stock	02/02/2011		M	10,767	A	\$ 20.5	49,972	D
Common Stock	02/02/2011		M	3,592	A	\$ 30.06	53,564	D
Common Stock	02/02/2011		S	33,564	D	\$ 72.779 (2)	20,000	D
Common Stock	02/02/2011		S	20,000	D	\$ 73.5826 (3)	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	\$ 35.85	02/02/2011		M	6,351	(4) 08/24/2018	Common Stock 6,351
Employee Stock Option Right to Buy	\$ 18.18	02/02/2011		M	17,222	(4) 08/16/2014	Common Stock 17,222
Employee Stock Option Right to Buy	\$ 14.69	02/02/2011		M	10,152	(4) 09/14/2015	Common Stock 10,152
Employee Stock	\$ 15.47	02/02/2011		M	5,480	(4) 08/16/2016	Common Stock 5,480

Option Right to Buy									
Employee Stock Option	\$ 20.5	02/02/2011		M	10,767	<u>(4)</u>	08/30/2017	Common Stock	10,767
Right to Buy									
Employee Stock Option	\$ 30.06	02/02/2011		M	3,592	<u>(4)</u>	08/24/2019	Common Stock	3,592
Right to Buy									

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDRICKSON JOHN T C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			EVP Global Operations & Supply	

## Signatures

John T.  
Hendrickson                      02/03/2011

        Signature of                      Date  
Reporting Person

## 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) Shares held in John T. Hendrickson Trust, of which the reporting person is the Trustee.  
The price in column 4 is a weighted average. The prices actually received ranged from \$72.26 to \$73.19. 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 \$73.33 to \$73.79. 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) Grant has graded vesting schedule. Date exercisable will vary for each vesting tranche.
- (4)

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.