

TOKICH MICHAEL J
Form 4
May 18, 2012

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 *
TOKICH MICHAEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5960 HEISLEY ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2012

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Chief Financial Officer

MENTOR, OH 44060

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Shares, No Par Value | 05/16/2012 | | M | 15,000 | A \$ 19.6 | 32,439 | D |
| Common Shares, No Par Value | 05/16/2012 | | S ⁽¹⁾ | 15,000 | D \$ 29.749 | 17,439 ⁽²⁾ | D |
| Common Shares, No Par Value | | | | | | 2,442 | I |

See Footnote Below. ⁽³⁾

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option Exercise | \$ 19.6 | 05/16/2012 | | M | 15,000 | <u>(4)</u> 05/23/2012 | Common Shares, No Par Value | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOKICH MICHAEL J 5960 HEISLEY ROAD MENTOR, OH 44060 | | | SVP & Chief Financial Officer | |

Signatures

Dennis P. Patton, Authorized Representative under Power of Attorney 05/18/2012

__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) These open market sales of a total of 15,000 Common Shares is pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on June 2, 2011.
- (2) 11,700 of these Common Shares are restricted. The restrictions on these Common Shares lapse as follows: 3,500 on May 21, 2012, 4,500 on May 20, 2014 and 3,700 on June 1, 2015.
- (3) This represents 2,489,320 units of the STERIS Corporation 401(k) Plan STERIS Stock Fund which equals 2,442 Common share equivalents as of May 16, 2012.
- (4) These options became exercisable as follows: 3,750 on April 23, 2003, 3,750 on April 23, 2004, 3,750 on April 23, 2005 and 3,750 on April 23, 2006.

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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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