

ALLERGAN INC
Form 4
March 19, 2015

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 *
Gangolli Julian S

(Last) (First) (Middle)
2525 DUPONT DRIVE
(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLERGAN INC [AGN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2015

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)
CVP & Pres, North America

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/06/2015		G	V	20,078	D	\$ 0 0.3007	I	By The Gangolli Family Trust
Common Stock	03/06/2015		G	V	2,095	D	\$ 0 54.408	D	
Common Stock	03/17/2015		A		7,891.868 (1)	A	\$ 0 7,946.276	D	
Common Stock	03/17/2015		D		220.4656 (2)	D	0	I	By ESOP Trust
	03/17/2015		D			D	0	I	

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Common Stock				265,313 <u>(2)</u>				By Wife's 401(k) plan
Common Stock	03/17/2015		D	7,946,276 <u>(2)</u>	D	<u>(2)</u>	0	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 64.47	03/17/2015		D	60,000	<u>(3)</u> 02/14/2018	Common Stock	60,000	
Employee Stock Option (Right to Buy)	\$ 59.13	03/17/2015		D	12,500 <u>(4)</u>	<u>(3)</u> 02/22/2020	Common Stock	12,500 <u>(4)</u>	
Employee Stock Option (Right to Buy)	\$ 75.58	03/17/2015		D	52,000	<u>(3)</u> 02/17/2021	Common Stock	52,000	
Employee Stock Option (Right to Buy)	\$ 87.91	03/17/2015		D	38,000	<u>(3)</u> 02/17/2022	Common Stock	38,000	
Employee Stock	\$ 87.91	03/17/2015		D	15,000	<u>(3)</u> 02/17/2022	Common Stock	15,000	

Option (Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 105.87	03/17/2015	D	20,000	(3)	02/21/2023	Common Stock	20,000	
Employee Stock Option (Right to Buy)	\$ 105.87	03/17/2015	D	40,000	(3)	02/21/2023	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 125.07	03/17/2015	D	40,729	(3)	02/21/2024	Common Stock	40,729	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gangolli Julian S 2525 DUPONT DRIVE IRVINE, CA 92612			CVP & Pres, North America	

Signatures

/s/ Matthew J. Maletta, attorney-in-fact for Julian S. Gangolli
03/19/2015

__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).

Represents 7,890 performance-based restricted stock units granted on October 29, 2014 and 1.868 dividend equivalent rights acquired (1) with respect to each vested restricted stock unit (collectively, the "RSUs"). The RSUs vested in full on the Effective Date pursuant to the terms of the Merger Agreement (each as defined below).

(2) Pursuant to that certain Agreement and Plan of Merger dated November 16, 2014, (the "Merger Agreement") by and among the Issuer, Actavis, Plc ("Actavis") and a wholly-owned subsidiary of Actavis, the Issuer became an indirect wholly-owned subsidiary of Actavis upon consummation of the merger (the "Effective Date"). Each share of common stock was disposed of in exchange for \$129.22 cash plus 0.3683 of an Actavis ordinary share, having a market value of \$307.51 per share on the Effective Date.

(3) Each option vested in full on the Effective Date and was cancelled in exchange for a cash payment equal to the number of shares subject to the option immediately prior to the merger, multiplied by the difference between (i) 0.3683 times \$294.1509 (which represents the 10-day volume weighted average price of Actavis stock starting on the 11th trading day prior to the closing) plus \$129.22 and (ii) the exercise price of the option, subject to the applicable withholding taxes and pursuant to the procedures set forth in the Merger Agreement.

(4) The option originally covered 50,000 shares, of which 37,500 shares subject to the option were exercised prior to the Effective Date.

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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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