

PERRIGO CO
Form 4
September 03, 2010

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 *
JANDERNOA MICHAEL J

(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)
09/01/2010

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/01/2010		M	V A	10,613 \$ 6.5625	15,728	D
Common Stock	09/01/2010		S	V D	10,613 \$ 58.04 (7)	5,115	D
Common Stock					1,690,944 (8) (9)	I	See Footnote (6)
Common Stock					376,247 (10) (11)	I	See Footnote (1)
					43,663 (10)	I	

Common Stock						See Footnote (2)
Common Stock				43,663 <u>(8)</u>	I	See Footnote (3)
Common Stock				148,745 <u>(9)</u>	I	See Footnote (4)
Common Stock				148,745 <u>(11)</u>	I	See Footnote (5)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option Right to Buy	\$ 6.5625	09/01/2010		M	10,613	10/30/2001 10/30/2010	Common	10,613	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANDERNOA MICHAEL J C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010	X			

Signatures

Todd W. Kingma, Power of Attorney for Michael J.
Jandernoa

09/03/2010

__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) Susan M. Janderno Trust of which Mrs. Jandernoa is the trustee.
- (2) Susan M. Jandernoa 2009 2-Year Grantor Trust
- (3) Michael J. Jandernoa 2009 2-Year Grantor Trust
- (4) Michael J. Jandernoa December 2009 Grantor Retained Annuity Trust
- (5) Susan M. Jandernoa December 2009 Grantor Retained Annuity Trust
- (6) Michael J. Jandernoa Trust of which the reporting person is the Trustee.

(7) The price in column 4 is a weighted average. The prices actually received ranged from \$57.72 to \$58.57. 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.

- (8) Change in share amount by 88,437 due to the Power of Substitution from Michael J Jandernoa 2009 2-Year Grantor Trust to Michael J. Jandernoa Trust
- (9) Change in share amount by 103,972 due to the Power of Substitution from Michael J Jandernoa December 2009 Grantor Trust to Michael J. Jandernoa Trust
- (10) Change in share amount by 88,437 due to the Power of Substitution from Susan M Jandernoa 2009 2-Year Grantor Trust to Susan M Jandernoa Trust
- (11) Change in share amount by 103,972 due to the Power of Substitution from Susan M Jandernoa December 2009 Grantor Trust to Susan M Jandernoa Trust

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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