

GALLAGHER MICHAEL R
Form 4
May 02, 2013

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 *
GALLAGHER MICHAEL R

(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)
04/30/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/30/2013 | | A | (A) or (D) Price 1,551 (1) (2) A \$ 0 | 6,351 | D | |
| Common Stock | | | | | 27,600 (3) | I | By Irrevocable Trust |
| Common Stock | | | | | 4,000 (4) | I | By Gallagher Family Trust |

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

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(9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nonemployee Director Stock Option (Right to Buy) | \$ 113.55 <u>(5)</u> | 04/30/2013 | | A | 5,355 | <u>(6)</u> 04/30/2023 | Common Stock | 5,355 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GALLAGHER MICHAEL R 2525 DUPONT DRIVE IRVINE, CA 92612 | X | | | |

Signatures

/s/ Matthew J. Maletta, Attorney-in-Fact for Michael R. Gallagher
Date: 05/02/2013

__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).
- (1) Represents shares of the Issuer's common stock underlying RSUs awarded to the reporting person. The RSUs will vest in full on the earlier to occur of (i) the first anniversary of the grant date, or (ii) the first stockholder meeting held in 2014 at which one or more members of the Board are standing for re-election, provided the reporting person remains in the Issuer's service on such date. The RSUs may vest earlier on an accelerated basis in the event of the reporting person's termination of service due to death or disability.
 - (2) The shares of the Issuer's common stock and underlying the RSUs will be issued to the reporting person no later than ten (10) businesses after the RSUs vest.
 - (3) Shares held by the Gallagher 2012 Irrevocable Trust. Reporting person is not a trustee but retains voting and dispositive power.
 - (4) Shares held by the Gallagher Family Trust. Reporting Person is trustee of the Gallagher Family Trust.

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- (5) The per share exercise price is the closing price of Allergan's common stock as of the date of grant.
- (6) Option is fully vested and exercisable upon the earlier to occur (i) the first anniversary of the grant date, or (ii) the first stockholder meeting held in 2014 at which one or more members of the board are standing for re-election.

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.