

Needham Jeffrey
Form 4
August 29, 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 *
Needham Jeffrey

(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)
08/25/2011

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)
Sr. VP Commercial Business Dev

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 | 08/25/2011 | | M | | 3,287 | A | \$ 90.94 3,287 |
| Common Stock | 08/25/2011 | | F | | 1,013 | D | \$ 90.94 2,274 |
| Common Stock | 08/25/2011 | | M | | 2,067 | A | \$ 90.94 4,341 |
| Common Stock | 08/25/2011 | | F | | 756 | D | \$ 90.94 3,585 |
| Common Stock | 08/25/2011 | | M | | 2,166 | A | \$ 35.85 5,751 |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|----------------------------|--------|---|
| Common Stock | 08/25/2011 | | M | 2,112 | A | \$ 15.47 | 7,863 | D |
| Common Stock | 08/25/2011 | | M | 3,053 | A | \$ 30.06 | 10,916 | D |
| Common Stock | 08/25/2011 | | M | 1,654 | A | \$ 58.82 | 12,570 | D |
| Common Stock | 08/25/2011 | | S | 8,985 | D | \$ <u>91.258</u> (3) | 3,585 | 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 |
| Restricted Stock Units | <u>(1)</u> | 08/25/2011 | | M | 3,287 | 08/25/2011 | 08/25/2011 | Common Stock | 3,287 |
| Restricted Stock Units | <u>(2)</u> | 08/25/2011 | | M | 2,067 | 08/25/2011 | 08/25/2011 | Common Stock | 2,067 |
| Employee Stock Option Right to Buy | \$ 35.85 | 08/25/2011 | | M | 2,166 | 08/25/2011 | 08/25/2018 | Common Stock | 2,166 |
| Employee Stock Option Right to Buy | \$ 15.47 | 08/25/2011 | | M | 2,112 | 08/16/2011 | 08/16/2016 | Common Stock | 2,112 |

| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|-----------------|-------|
| Employee Stock Option Right to Buy | \$ 30.06 | 08/25/2011 | M | 3,053 | 08/25/2011 | 08/25/2019 | Common Stock | 3,053 |
| Employee Stock Option Right to Buy | \$ 58.82 | 08/25/2011 | M | 1,654 | 08/19/2011 | 08/19/2020 | Common Stock | 1,654 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Needham Jeffrey C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010 | | | Sr. VP Commercial Business Dev | |

Signatures

Jeffrey R.
Needham

08/29/2011

**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) Vesting of Performance-based Restricted Stock Units granted on August 25, 2008.
- (2) Vesting of Restricted Stock Units granted on August 25, 2008

The price in column 4 is a weighted average. The prices actually received ranged from \$91.14 to \$91.32. For all transactions reported in (3) 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.

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.