

HENDRICKSON JOHN T
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 *
HENDRICKSON JOHN T

(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
X Officer (give title below) ___ Other (specify below)
EVP Global Operations & Supply

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/25/2011		M		4,816	A	\$ 90.94 4,816
Common Stock	08/25/2011		F		2,028	D	\$ 90.94 2,788
Common Stock	08/25/2011		M		3,029	D	\$ 90.94 5,817
Common Stock	08/25/2011		F		1,276	D	\$ 90.94 4,541
Common Stock	08/25/2011		M		3,175	A	\$ 35.85 7,716

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Common Stock	08/25/2011	M	3,591	A	\$ 30.06	11,307	D	
Common Stock	08/25/2011	S	6,766	D	\$ 90.44 (4)	4,541	D	
Common Stock	08/26/2011	S	4,541	D	\$ 89.069 (5)	0	D	
Common Stock						41,279	I	By Trust (1)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/25/2011		M	4,816	08/25/2011	08/25/2011	Common Stock	4,816
Restricted Stock Units	(3)	08/25/2011		M	3,029	08/25/2011	08/25/2011	Common Stock	3,029
Employee Stock Option Right to Buy	\$ 35.85	08/25/2011		M	3,175	08/25/2011	08/25/2018	Common Stock	3,175
Employee Stock Option Right to Buy	\$ 30.06	08/25/2011		M	3,591	08/25/2011	08/25/2019	Common Stock	3,591

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDRICKSON JOHN T C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			EVP Global Operations & Supply	

Signatures

Penny Bursma, Power of Attorney for John T. Hendrickson	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) Shares held in John T. Hendrickson Trust, of which the reporting person is the Trustee.
- (2) Vesting of Performance-based Restricted Stock Units granted on August 25, 2008.
- (3) Vesting of Restricted Stock Units granted on August 25, 2008.

(4) The price in column 4 is a weighted average. The prices actually received ranged from \$90.35 to \$90.46. 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.

(5) The price in column 4 is a weighted average. The prices actually received ranged from \$88.97 to \$89.22. 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.

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.