

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 *
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)
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)

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	03/12/2015		G	V 4,000 D \$ 0 4,800		I	By Gallagher Family Trust
Common Stock	03/17/2015		D	27,600 D 0		I	By Irrevocable Trust
Common Stock	03/17/2015		D	4,800 D 0		I	By Gallagher Family Trust
Common Stock	03/17/2015		D	2,803 (1) (2) D 0		D	

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonemployee Director Stock Option (Right to Buy)	\$ 60.6	03/17/2015		D	11,400 ⁽³⁾	⁽⁴⁾ 05/01/2017		Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 54.32	03/17/2015		D	11,400	⁽⁴⁾ 05/06/2018		Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 61.98	03/17/2015		D	11,400	⁽⁴⁾ 04/29/2020		Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 113.55	03/17/2015		D	5,355	⁽⁴⁾ 04/30/2023		Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 166.32	03/17/2015		D	4,305	⁽⁴⁾ 05/06/2024		Common Stock
Phantom Stock Units	⁽¹⁾	03/17/2015		D	21,843.48	03/17/2015 03/17/2015		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER MICHAEL R 2525 DUPONT DRIVE	X			

IRVINE, CA 92612

Signatures

/s/ Matthew J. Maletta, Attorney-in-Fact for Michael R.
Gallagher

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).

- 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.
- (1) The number of shares reported on this line item includes shares acquired pursuant to dividend rights attached to restricted stock units that were previously granted and reported as Table 1, Non-Derivative Securities.
 - (2) The option was previously reported as covering 5,700 shares at an exercise price of \$121.20. The issuer effected a two-for-one stock split on June 22, 2007, which resulted in 11,400 shares held by the reporting person at an exercise price of \$60.60.
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.
 - (3) Each phantom stock unit ("PSU") was the economic equivalent of one shares of the Issuer's common stock. Each PSU was assumed by Actavis at the Effective Date and converted into an Actavis PSU representing the number of shares of Issuer common stock underlying the PSU multiplied by the sum of (i) 0.3683 of an Actavis ordinary shares plus (ii) \$129.22 in cash divided by \$294.1509 (which represents the 10-day volume weighted average price of Actavis stock starting on the 11th date day prior to the closing).
 - (4)
 - (5)

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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