

PERRIGO CO
Form 3/A
May 11, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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. Date of Event Requiring Statement

(Month/Day/Year)
05/02/2007

3. Issuer Name and Ticker or Trading Symbol
PERRIGO CO [PRGO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Sr VP Business Development

5. If Amendment, Date Original Filed(Month/Day/Year)

05/10/2007

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 Beneficially Owned

1. Title of Security
(Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned
(Instr. 4)

30,666 ⁽¹⁾

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|---------------------|--------------------|-----------------|----------------------------------|------------|--|---|
| Employee Stock Option Right to Buy | 08/04/1998 | 08/04/2007 | Common Stock | 3,334 | \$ 12.9688 | D | Â |
| Employee Stock Option Right to Buy | 08/04/1999 | 08/04/2007 | Common Stock | 3,334 | \$ 12.9688 | D | Â |
| Employee Stock Option Right to Buy | 08/04/2000 | 08/04/2007 | Common Stock | 3,333 | \$ 12.9688 | D | Â |
| Employee Stock Option Right to Buy | 08/04/2001 | 08/04/2007 | Common Stock | 3,333 | \$ 12.9688 | D | Â |
| Employee Stock Option Right to Buy | 08/04/2002 | 08/04/2007 | Common Stock | 3,333 | \$ 12.9688 | D | Â |
| Employee Stock Option Right to Buy | 08/04/2003 | 08/04/2007 | Common Stock | 3,333 | \$ 12.9688 | D | Â |
| Employee Stock Option Right to Buy | 09/09/1999 | 09/09/2008 | Common Stock | 2,000 | \$ 8.5625 | D | Â |
| Employee Stock Option Right to Buy | 09/09/2000 | 09/09/2008 | Common Stock | 2,000 | \$ 8.5625 | D | Â |
| Employee Stock Option Right to Buy | 09/09/2001 | 09/09/2008 | Common Stock | 2,000 | \$ 8.5625 | D | Â |
| Employee Stock Option Right to Buy | 09/09/2002 | 09/09/2008 | Common Stock | 2,000 | \$ 8.5625 | D | Â |
| Employee Stock Option Right to Buy | 09/09/2003 | 09/09/2008 | Common Stock | 2,000 | \$ 8.5625 | D | Â |
| Employee Stock Option Right to Buy | 09/09/2004 | 09/09/2008 | Common Stock | 2,000 | \$ 8.5625 | D | Â |
| Employee Stock Option Right to Buy | 08/17/2000 | 08/17/2009 | Common Stock | 2,000 | \$ 7.9531 | D | Â |
| Employee Stock Option Right to Buy | 08/17/2001 | 08/17/2009 | Common Stock | 2,000 | \$ 7.9531 | D | Â |
| Employee Stock Option Right to Buy | 08/17/2002 | 08/17/2009 | Common Stock | 2,000 | \$ 7.9531 | D | Â |
| Employee Stock Option Right to Buy | 08/17/2003 | 08/17/2009 | Common Stock | 2,000 | \$ 7.9531 | D | Â |
| Employee Stock Option Right to Buy | 08/17/2004 | 08/17/2009 | Common stock | 2,000 | \$ 7.9531 | D | Â |
| Employee Stock Option Right to Buy | 08/17/2005 | 08/17/2009 | Common Stock | 2,000 | \$ 7.9531 | D | Â |
| Employee Stock Option Right to Buy | 05/30/2004 | 05/30/2010 | Common Stock | 10,167 | \$ 6.1563 | D | Â |

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| | | | | | | | |
|------------------------------------|------------|------------|--------------|--------|-----------|---|---|
| Employee Stock Option Right to Buy | 05/30/2005 | 05/30/2010 | Common stock | 10,167 | \$ 6.1563 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2002 | 07/19/2011 | Common Stock | 6,449 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2003 | 07/19/2011 | Common Stock | 6,449 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2004 | 07/19/2011 | Common stock | 6,449 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2005 | 07/19/2011 | Common stock | 6,449 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2006 | 07/19/2011 | Common Stock | 6,449 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2002 | 07/19/2011 | Common Stock | 551 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2003 | 07/19/2011 | Common Stock | 551 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2004 | 07/19/2011 | Common Stock | 551 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2005 | 07/19/2011 | Common Stock | 551 | \$ 15.505 | D | Â |
| Employee Stock Option Right to Buy | 07/19/2006 | 07/19/2011 | Common Stock | 551 | \$ 15.505 | D | Â |

Reporting Owners

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

Signatures

Jeffrey Needham 05/11/2007
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This amendment is being filed solely to correct the number of shares directly owned.

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Remarks:

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This Form 3 is 1 of 2 being filed by the reporting person. Multiple forms are required as a

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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