

STERIS CORP
Form 4
November 02, 2015

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 *
Rosebrough Walter M Jr

(Last) (First) (Middle)
C/O 5960 HEISLEY ROAD
(Street)

MENTOR, OH 44060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STERIS CORP [STE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2015

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)
President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Shares, No Par Value | 11/02/2015 | | D | 116,376 (1) | D (2) 0 | D | |
| Common Shares, No Par Value | 11/02/2015 | | D | 20,000 | D (2) 0 | I | See Footnote Below. (3) |
| Common Shares, No Par Value | 11/02/2015 | | D | 68,806 | D (2) 0 | I | See Footnote Below. (4) |
| Common Shares, No | 11/02/2015 | | D | 6,960 | D (2) 0 | I | See Footnote |

Par Value

Below. ⁽⁵⁾

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|-----------------------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 29.94 | 11/02/2015 | | D | | 18,000 | | ⁽⁶⁾ | 05/30/2022 | Common Shares, No Par Value | 18,000 |
| Employee Stock Option (right to buy) | \$ 45.34 | 11/02/2015 | | D | | 50,000 | | ⁽⁷⁾ | 05/31/2023 | Common Shares, No Par Value | 50,000 |
| Employee Stock Option (right to buy) | \$ 53.52 | 11/02/2015 | | D | | 119,000 | | ⁽⁸⁾ | 05/30/2024 | Common Shares, No Par Value | 119,000 |
| Employee Stock Option (right to buy) | \$ 67.98 | 11/02/2015 | | D | | 111,000 | | ⁽⁹⁾ | 08/10/2025 | Common Shares, No Par Value | 111,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rosebrough Walter M Jr | X | | President & CEO | |

C/O 5960 HEISLEY ROAD
MENTOR, OH 44060

Signatures

/s/ Dennis P. Patton, Authorized Representative under Power of
Attorney

11/02/2015

____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).

(1) These 116,376 Common Shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit. 44,750 of these Common Shares are restricted. The restrictions on the restricted Common Shares lapse as follows: 5,000 on May 31, 2016; 6,250 on May 31, 2016; 6,250 on May 31, 2017; 4,250 on May 30, 2016; 4,250 on May 30, 2017, 4,250 on May 30, 2018, 3,625 on May 30, 2016, 3,625 on May 29, 2017, 3,625 on May 28, 2018, and 3,625 on May 28, 2019.

(2) Represents shares of STERIS Corporation ("STERIS") disposed of pursuant to merger of a wholly-owned subsidiary of STERIS plc ("New STERIS") with and into STERIS, with STERIS surviving the merger as a wholly-owned subsidiary of New STERIS (the "Merger"), in exchange for ordinary shares of New STERIS, which was consummated simultaneous with and conditioned on New STERIS' acquisition of Synergy Health plc by commencing a "recommended offer" under English law. At the effective time of the Merger, each STERIS common share was cancelled and converted into the right to receive one New STERIS ordinary share.

(3) These shares are held by the Reporting Person as Trustee of an irrevocable trust established for the benefit of the children of the Reporting Person and the Reporting Person's Spouse.

(4) These shares are held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit.

(5) These shares are held by the Reporting Person as Trustee of an irrevocable trust established for the benefit of the grandchildren of the Reporting Person and the Reporting Person's Spouse.

(6) This option becomes exercisable as follows: 18,000 on May 30, 2016. This option was assumed by New STERIS in the Merger and converted to an option to purchase 18,000 ordinary shares of New STERIS for \$29.94 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(7) This option becomes exercisable as follows: 25,000 on May 31, 2016 and 25,000 on May 31, 2017. This option was assumed by New STERIS in the Merger and converted to an option to purchase 50,000 ordinary shares of New STERIS for \$45.34 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(8) This option becomes exercisable as follows: 29,750 on May 30, 2016, 29,750 on May 30, 2017 and 29,750 on May 30, 2018. This option was assumed by New STERIS in the Merger and converted to an option to purchase 119,000 ordinary shares of New STERIS for \$53.52 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(9) This option becomes exercisable as follows: 27,750 on May 28, 2016, 27,750 on May 28, 2017, 27,750 on May 28, 2018 and 27,750 on May 28, 2019. This option was assumed by New STERIS in the Merger and converted to an option to purchase 111,000 ordinary shares of New STERIS for \$67.98 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

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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