

PERRIGO Co plc
Form 4
August 25, 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 *
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 plc [PRGO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2015

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)
EVP Global Operations & Supply

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 | | | |
| Ordinary Shares | 08/21/2015 | | A ⁽¹⁾ | 2,289 A \$ 186.89 | 2,289 | D | |
| Ordinary Shares | 08/21/2015 | | F | 1,088 D \$ 186.89 | 1,201 | D | |
| Ordinary Shares | 08/21/2015 | | M ⁽²⁾ | 1,022 A \$ 186.89 | 2,223 | D | |
| Ordinary Shares | 08/21/2015 | | F | 486 D \$ 186.89 | 1,737 | D | |
| Ordinary Shares | 08/24/2015 | | M | 2,074 A \$ 108.62 | 3,811 | D | |

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| | | | | | | | | |
|-----------------|------------|---|-------|---|-----------|-------|---|-----------------|
| Ordinary Shares | 08/24/2015 | S | 2,074 | D | \$ 175 | 1,737 | D | |
| Ordinary Shares | 08/24/2015 | M | 2,394 | A | \$ 119.78 | 4,131 | D | |
| Ordinary Shares | 08/24/2015 | S | 2,394 | D | \$ 180 | 1,737 | D | |
| Ordinary Shares | | | | | | 9,879 | I | By Trust (3) |

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 | \$ 0 | 08/21/2015 | | M | 1,022 (2) | 08/21/2015 | 08/21/2015 | Ordinary Shares | 1,022 |
| Employee Stock Option Right to Buy | \$ 108.62 | 08/24/2015 | | M | 2,074 | (4) | 08/23/2022 | Ordinary Shares | 2,074 |
| Employee Stock Option Right to Buy | \$ 119.78 | 08/24/2015 | | M | 2,394 | (5) | 08/22/2023 | Ordinary Shares | 2,394 |

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

/s/ David A. McConnell, attorney-in-fact for Mr. John T.
Hendrickson

08/25/2015

__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) Vesting of performance-based restricted stock units granted on August 23, 2012.
- (2) Vesting of service-based restricted stock units granted on August 23, 2012.
- (3) Shares held in John T. Hendrickson Trust, of which the reporting person is the Trustee.
- (4) Exercisable in three equal annual installments beginning 8/23/2013
- (5) Exercisable in three equal annual installments beginning 8/22/2014.

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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