

STERIS CORP
Form 4
August 04, 2008

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fields Robert H.

(Last) (First) (Middle)

C/O BREEDEN CAPITAL
MANAGEMENT LLC, 100
NORTHFIELD STREET

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STERIS CORP [STE]

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

07/31/2008

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)
Common Shares, No Par Value	07/31/2008		A	(A) or (D) Amount 1,097 (1)	\$ 34.17	1,097	D
Common Shares, No Par Value	07/31/2008		A	(A) or (D) Amount 1,097 (2)	\$ 0	2,194	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	8. Amount or Number of Shares
Option to Purchase Common Shares	\$ 34.17	07/31/2008		A	2,744 (3)	01/31/2009 07/31/2018	Common Shares, No Par Value	2,744

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fields Robert H.
C/O BREEDEN CAPITAL MANAGEMENT LLC
100 NORTHFIELD STREET
GREENWICH, CT 06830

X

Signatures

/s/ Robert H.
Fields 08/01/2008

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 the governing documents of Breedden Partners L.P., Breedden Partners (California) L.P., Breedden Partners (California) II L.P.,
- (1) Breedden Partners Holdco Ltd. and Breedden Partners (Cayman) Ltd. (the "Funds"), any profits realized with respect to this grant will be apportioned among the Funds.
 - (2) These 1,097 Common Shares are restricted. The restrictions on these 1,097 Common Shares lapse on February 2, 2009. Pursuant to the Funds' governing documents, any profits realized with respect to this grant will be apportioned among the Funds.
 - (3) Pursuant to the Funds' governing documents, any profits realized with respect to these stock options will be apportioned among the Funds.

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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