

Shah Jatin
 Form 4
 September 01, 2010

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 *
 Shah Jatin

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O PERRIGO COMPANY, 515
 EASTERN AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 08/30/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP & Chief Scientific Offic

(Street)
 ALLEGAN, MI 49010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	08/30/2010		M		3,512	A	\$ 0	10,105	D	
Common Stock	08/30/2010		F		1,628	D	\$ 57.62	8,477	D	
Common Stock	09/01/2010		M		3,120	A	\$ 15.47	11,597	D	
Common Stock	09/01/2010		M		2,497	A	\$ 20.5	14,094	D	
Common Stock	09/01/2010		M		2,105	A	\$ 35.85	16,199	D	

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Common Stock	09/01/2010	M	2,155	A	\$ 30.06	18,354	D
Common Stock	09/01/2010	S	9,877	D	\$ 57.9891 <u>(2)</u>	8,477	D

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

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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 ⁽¹⁾	08/30/2010		M	3,512	08/30/2010 08/30/2010	Common Stock	3,512	
Employee Stock Option Right to Buy	\$ 15.47	09/01/2010		M	3,120	08/16/2010 08/16/2016	Common Stock	3,120	
Employee Stock Option Right to Buy	\$ 20.5	09/01/2010		M	2,497	08/30/2010 08/30/2017	Common Stock	2,497	
Employee Stock Option Right to Buy	\$ 35.85	09/01/2010		M	2,105	08/25/2010 08/25/2018	Common Stock	2,105	
Employee Stock	\$ 30.06	09/01/2010		M	2,155	08/25/2010 08/25/2019	Common Stock	2,155	

Option
Right to
Buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shah Jatin C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			Sr VP & Chief Scientific Offic	

Signatures

Penny Bursma, Power of Attorney for Jatin Shah	09/01/2010
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__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 Restricted Stock Units granted on August 30, 2007.

The price in column 4 is a weighted average. The prices actually received ranged from \$57.94 to \$58.028. For all transactions reported in (2) this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.