

STERIS CORP  
Form 4  
August 11, 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)  
08/10/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Shares, No Par Value     | 08/10/2015                           |  | M                              |   | 21,250 A \$ 36.09   | 187,720  | D   |
| Common Shares, No Par Value     | 08/10/2015                           |  | F                              |   | 16,012 D \$ 67.98 (1)   | 171,708  | D   |
| Common Shares, No Par Value     | 08/10/2015                           |  | M                              |   | 18,000 A \$ 29.94   | 189,708  | D   |
| Common Shares, No               | 08/10/2015                           |  | F                              |   | 12,707 D \$ 67.98   | 177,001  | D   |

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|                             |            |   |        |   |              |             |   |                         |
|-----------------------------|------------|---|--------|---|--------------|-------------|---|-------------------------|
| Par Value                   |            |   |        |   | (1)          |             |   |                         |
| Common Shares, No Par Value | 08/10/2015 | M | 25,000 | A | \$ 45.34     | 201,001     | D |                         |
| Common Shares, No Par Value | 08/10/2015 | F | 20,625 | D | \$ 67.98 (1) | 181,376 (2) | D |                         |
| Common Shares, No Par Value |            |   |        |   |              | 45,460      | I | See Footnote Below. (3) |
| Common Shares, No Par Value |            |   |        |   |              | 30,000      | I | See Footnote Below. (4) |
| Common Shares, No Par Value |            |   |        |   |              | 4,540       | I | See Footnote 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 or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 36.09   | 08/10/2015                           |  | M                              | 21,250  | (6) 05/31/2021   | Common Shares, No Par Value 21,250                            |
| Employee Stock Option (right to buy)       | \$ 29.94   | 08/10/2015                           |  | M                              | 18,000  | (7) 05/30/2022   | Common Shares, No Par Value 18,000                            |

|  |          |            |   |        |     |            |                                      |        |
|--|----------|------------|---|--------|-----|------------|--------------------------------------|--------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 45.34 | 08/10/2015 | M | 25,000 | (8) | 05/31/2023 | Common<br>Shares,<br>No Par<br>Value | 25,000 |
|--|----------|------------|---|--------|-----|------------|--------------------------------------|--------|

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Rosebrough Walter M Jr<br>C/O 5960 HEISLEY ROAD<br>MENTOR, OH 44060 | X             |           | President & CEO |       |

## Signatures

/s/ Dennis P. Patton, Authorized Representative under Power of Attorney 08/11/2015

\*\*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) Closing market price on the NYSE on the day on which the cashless stock option transaction occurred.  
These 181,376 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) These shares are held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit.
  - (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 as Trustee of an irrevocable trust established for the benefit of the grandchildren of the Reporting Person and the Reporting Person's Spouse.
  - (5) These options became exercisable as follows: 21,250 on May 31, 2015.
  - (6) These options became exercisable as follows: 18,000 on May 30, 2015.
  - (7) These options became exercisable as follows: 25,000 on May 31, 2015.
  - (8) These options became exercisable as follows: 25,000 on May 31, 2015.

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.