

Needham Jeffrey
 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 *
 Needham Jeffrey

(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 [PRGO]

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

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)
 Sr. VP Commercial Business Dev

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		
Common Stock	08/30/2010		M		2,927	A	\$ 0	17,709	D
Common Stock	08/30/2010		F		1,195	D	\$ 57.62	16,514	D
Common Stock	08/30/2010		M		4,334	A	\$ 35.85	20,848	D
Common Stock	08/30/2010		M		2,112	A	\$ 15.47	22,960	D
Common Stock	08/30/2010		M		6,243	A	\$ 20.5	29,203	D

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Common Stock	08/30/2010	M	3,053	A	\$ 30.06	32,256	D
Common Stock	08/30/2010	S	20,508	D	\$ <u>(1)</u> 57.8898	11,748	D
Common Stock	08/31/2010	S	1,030	D	\$ 57.2108	10,718	D

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	
Restricted Stock Units	\$ 0 ⁽²⁾	08/30/2010		M	2,195	08/30/2010	08/30/2010	Common Stock	2,195
Employee Stock Option Right to Buy	\$ 35.85	08/30/2010		M	2,167	08/25/2009	08/25/2018	Common Stock	2,167
Employee Stock Option Right to Buy	\$ 35.85	08/30/2010		M	2,167	08/25/2010	08/25/2018	Common Stock	2,167
Employee Stock Option Right to Buy	\$ 15.47	08/30/2010		M	2,112	08/16/2010	08/16/2016	Common Stock	2,112

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Employee Stock Option Right to Buy	\$ 20.5	08/30/2010	M	2,081	08/30/2008	08/30/2017	Common Stock	2,081
Employee Stock Option Right to Buy	\$ 20.5	08/30/2010	M	2,081	08/30/2009	08/30/2017	Common Stock	2,081
Employee Stock Option Right to Buy	\$ 20.5	08/30/2010	M	2,081	08/30/2010	08/30/2017	Common Stock	2,081
Employee Stock Option Right to Buy	\$ 30.06	08/30/2010	M	3,053	08/25/2010	08/25/2019	Common Stock	3,053

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Needham Jeffrey C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			Sr. VP Commercial Business Dev	

Signatures

Jeffrey R.
Needham

09/01/2010

**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).

The price in column 4 is a weighted average. The prices actually received ranged from \$57.73 to \$58.125. For all transactions reported in

(1) 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.

(2) Vesting of Restricted Stock Units granted on August 30, 2007.

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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