

Rosebrough Walter M Jr
 Form 4
 October 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading Symbol
 STERIS CORP [STE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5960 HEISLEY ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

MENTOR, OH 44060
 (City) (State) (Zip)

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

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 | (D) | Price |
| Common Shares, No Par Value | 10/01/2010 | | S ⁽¹⁾ | | 2,600 | D | \$ 33.2401 |
| Common Shares, No Par Value | 10/01/2010 | | S ⁽²⁾ | | 9,000 | D | \$ 33.0373 |
| Common Shares, No Par Value | 10/01/2010 | | M ⁽³⁾ | | 11,000 | A | \$ 33.43 |

Edgar Filing: Rosebrough Walter M Jr - Form 4

Common
 Shares, 10/01/2010 M⁽⁴⁾ 12,000 A \$ 33.43 123,400 ⁽⁵⁾ D
 No Par
 Value

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Conversion of Restricted Stock Units | <u>(6)</u> | 10/01/2010 | | M | 11,000 | <u>(7)</u> / <u>(7)</u> | Common Shares, No Par Value | 11,000 |
| Conversion of Restricted Stock Units | <u>(6)</u> | 10/01/2010 | | M | 12,000 | <u>(8)</u> / <u>(8)</u> | Common Shares, No Par Value | 12,000 |

Reporting Owners

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

Signatures

Dennis P. Patton, Authorized Representative under Power of Attorney 10/01/2010

 **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).
- (1) This open market sale of a total of 2,600 Common Shares is for the purpose of providing for the taxes payable upon the vesting of 23,000 restricted stock units and is made pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on May 9, 2010.
- (2) This open market sale of a total of 9,000 Common Shares is for the purpose of providing for the taxes payable upon the vesting of 23,000 restricted stock units and is made pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on May 9, 2010.
- (3) This acquisition of 11,000 Common Shares represents the vesting on October 1, 2010 of 11,000 Restricted Stock Units granted pursuant to an agreement effective October 15, 2007.
- (4) This acquisition of 12,000 Common Shares represents the vesting on October 1, 2010 of 12,000 Restricted Stock Units granted pursuant to an agreement effective October 15, 2007.
- (5) 83,000 of these Common Shares are restricted. The restrictions on these Common Shares lapse as follows: 24,000 on May 23, 2011, 24,000 on May 21, 2012 and 35,000 on May 20, 2014.
- (6) Each Restricted Stock Unit represents a contingent right to receive one STERIS Common Share.
- (7) These Restricted Stock Units vested on October 1, 2010. The 11,000 vested Common Shares will be delivered to the reporting person promptly.
- (8) These Restricted Stock Units vested on October 1, 2010. The 12,000 vested Common Shares will be delivered to the reporting person promptly.

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.