

PERRIGO CO
Form 4
July 13, 2005

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 *
JANDERNOA MICHAEL J

(Last) (First) (Middle)

BRIDGEWATER PLACE, 333
BRIDGE STREET NW SUITE 800

(Street)

GRAND RAPIDS, MI 49504

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/11/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 07/11/2005 | | X ⁽¹⁾ | 28,280 D \$ 0 | 5,888,677 | I | Michael Jandernoa Trust ⁽²⁾ |
| Common Stock | 07/11/2005 | | X ⁽¹⁾ | 28,280 D \$ 0 | 5,860,397 | I | Michael Jandernoa Trust ⁽²⁾ |
| Common Stock | 07/11/2005 | | X ⁽³⁾ | 654,551 D \$ 0 | 5,205,846 | I | Michael Jandernoa Trust ⁽²⁾ |

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 of Number of Shares |
| Variable Prepaid Stk Purchase Agmt(Right & Oblig to sell) | (1) | 07/11/2005(1) | | X(1) | 33,069 | (1) (1) | (1) (1) | Common Stock | 33,069 |
| Var Prepaid Stk Purchase Agmt(Right & Oblig to Sell) | (1) | 07/11/2005(1) | | X(1) | 33,108 | (1) (1) | (1) (1) | Common Stock | 33,108 |
| Variable Prepaid Sk Purchase Agmt(Right & Oblig to Sell) | (3) | 07/11/2005(3) | | X(3) | 716,767 | (3) (3) | (3) (3) | Common Stock | 716,767 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JANDERNOA MICHAEL J BRIDGEWATER PLACE 333 BRIDGE STREET NW SUITE 800 GRAND RAPIDS, MI 49504 | X | | | |

Signatures

Michael J.
Jandernoa

07/13/2005

 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) On 6/18/02 the reporting person, solely in his capacity of the Michael J.Jandernoa Trust ("Trust") entered into a Variable Prepaid Stock Purchase Agreement ("Agreement") relating to 66177 shares in 2 tranches of 33069 (Tranche No. 1)& 33108 (Tranche No. 2). The Trust's obligation to deliver shares pursuant to the Agreement was secured by a pledge of the covered shares. On settlement date, in accordance with a formula in the Agreement, the counterparty to Agreement took delivery of 28280 pledged shares from TR 1 & 28280 pledged shares from TR 2. The Trust retained the remaining 4789 shares from TR 1 and 4828 shares from TR 2, all of which shares are now free of the pledge. The formula used to determine the shares received by the counterparty was based on the closing price of Perrigo common stock on each of the 15 trading days preceding & including maturity date, which ranged from \$13.65 to \$14.79.
- (2) Michael J. Jandernoa Trust of which the reporting person is the Trustee.
- (3) On November 20, 2002, the reporting person, solely in his capacity of the Michael J. Jandernoa Trust ("Trust") entered into a Variable Prepaid Stock Purchase Agreement ("Agreement") relating to 716767 shares. The Trust's obligation to deliver shares pursuant to the Agreement was secured by a pledge of the covered shares. On the settlement date, in accordance with a formula in the Agreement, the counterparty to the Agreement took delivery of 654551 pledged shares. The Trust retained the remaining 62216 shares, which shares are now free of the pledge. The formula used to determine the shares received by the counterparty was based on the closing price of Perrigo common stock on each of the 15 trading days preceding and including the maturity date, which ranged from \$13.65 to \$14.79.

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.