

PERRIGO Co plc
Form 4
August 28, 2014

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 plc [PRGO]

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

08/26/2014

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 or Price		
Ordinary Shares	08/26/2014		S		2,240 D \$ 148.3001 (1)	5,199 D	
Ordinary Shares	08/26/2014		M		1,959 A \$ 90.65	7,158 D	
Ordinary Shares	08/26/2014		S		1,959 D \$ 148.477 (2)	5,199 D	
Ordinary Shares	08/26/2014		M		3,924 A \$ 108.62	9,123 D	
Ordinary Shares	08/26/2014		S		3,924 D \$ 148.7533	5,199 D	

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(3)

Ordinary Shares	08/26/2014	M	2,082	A	\$ 119.78	7,281	D
Ordinary Shares	08/26/2014	S	2,082	D	\$ 148.4689	5,199	D

(4)

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)	8. Amount or Number of Shares
Employee Stock Option Right to Buy	\$ 90.65	08/26/2014		M	1,959	(5) 08/23/2021	Ordinary Shares	1,959
Employee Stock Option Right to Buy	\$ 108.62	08/26/2014		M	3,924	(6) 08/23/2022	Ordinary Shares	3,924
Employee Stock Option Right to Buy	\$ 119.78	08/26/2014		M	2,082	(7) 08/22/2023	Ordinary Shares	2,082

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Needham Jeffrey
C/O PERRIGO COMPANY
515 EASTERN AVENUE
ALLEGAN, MI 49010

Sr. VP Commercial Business Dev

Signatures

/s/ Jeffrey R.
Needham

08/28/2014

__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) The price in column 4 is a weighted average. The prices actually received ranged from \$148.09 to \$148.59. For all transactions reported in 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) The price in column 4 is a weighted average. The prices actually received ranged from \$148.30 to \$148.77. For all transactions reported in 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.

(3) The price in column 4 is a weighted average. The prices actually received ranged from \$148.34 to \$149.09. For all transactions reported in 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.

(4) The price in column 4 is a weighted average. The prices actually received ranged from \$148.15 to \$148.79. For all transactions reported in 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.

(5) Exercisable in 3 equal annual installments beginning 8/23/12.

(6) Exercisable in 3 equal annual installments beginning 8/23/13

(7) Exercisable in 3 equal annual installments beginning 8/22/14.

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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