

ALLERGAN INC
Form 4
March 19, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Jones Trevor M

2. Issuer Name and Ticker or Trading Symbol
ALLERGAN INC [AGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2525 DUPONT DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2015

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

IRVINE, CA 92612
(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)
Common Stock	03/17/2015		M	(A) 7,527.44 (1)	A (1) 14,991.44	D	
Common Stock	03/17/2015		D	(2) (3) 14,991.44	D (2) 0	D	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	<u>(1)</u>	03/17/2015		M		7,527.44	03/17/2015 03/17/2015	Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 36.49	03/17/2015		D		1,000 <u>(4)</u>	04/26/2006 ⁽⁵⁾ 04/26/2015	Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 51.715	03/17/2015		D		4,000 <u>(6)</u>	05/02/2007 ⁽⁵⁾ 05/02/2016	Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 60.6	03/17/2015		D		1,400 <u>(7)</u>	<u>(5)</u> 05/01/2017	Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 54.32	03/17/2015		D		11,400	<u>(5)</u> 05/06/2018	Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 46.66	03/17/2015		D		11,400	<u>(5)</u> 04/30/2019	Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 61.98	03/17/2015		D		11,400	<u>(5)</u> 04/29/2020	Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 166.32	03/17/2015		D		4,305	<u>(5)</u> 05/06/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Jones Trevor M
2525 DUPONT DRIVE
IRVINE, CA 92612

Signatures

/s/ Matthew J. Maletta, Attorney-in-Fact for Trevor M.
Jones

03/19/2015

__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) Each phantom stock unit ("PSU") was the economic equivalent of one shares of the Issuer's common stock. Each PSU settled in full on the Effective date (as define below) in connection with the reporting person's termination of service. The amount shown includes shares acquired pursuant to dividend rights attached to each PSU.

(2) Pursuant to that certain Agreement and Plan of Merger dated November 16, 2014, (the "Merger Agreement") by and among the Issuer, Actavis, Plc ("Actavis) and a wholly-owned subsidiary of Actavis, the Issuer became an indirect wholly-owned subsidiary of Actavis upon consummation of the merger (the "Effective Date"). Each share of common stock was disposed of in exchange for \$129.22 cash plus 0.3683 of an Actavis ordinary share, having a market value of \$307.51 per share on the Effective Date.

(3) The number of shares reported on this line item includes shares acquired pursuant to dividend rights attached to restricted stock units that were previously granted and reported as Table 1, Non-Derivative Securities.

(4) The option was previously reported as covering 5,700 shares at an exercise price of \$121.20. The issuer effected a two-for-one stock split on June 22, 2007, which resulted in 11,400 shares held by the reporting person at an exercise price of \$60.60.

(5) Each option vested in full on the Effective Date and was cancelled in exchange for a cash payment equal to the number of shares subject to the option immediately prior to the merger, multiplied by the difference between (i) 0.3683 times \$294.1509 (which represents the 10-day volume weighted average price of Actavis stock starting on the 11th trading day prior to the closing) plus \$129.22 and (ii) the exercise price of the option, subject to the applicable withholding taxes and pursuant to the procedures set forth in the Merger Agreement.

(6) The option was previously reported as covering 4,500 shares at an exercise price of \$103.43. The issuer effected a two-for-one stock split on June 22, 2007, which resulted in 9,000 shares held by the reporting person at an exercise price of \$51.72. Five thousand (5,000) shares subject to the option were exercised prior to the Effective Date.

(7) The option was previously reported as covering 5,700 shares at an exercise price of \$121.20. The issuer effected a two-for-one stock split on June 22, 2007, which resulted in 11,400 shares held by the reporting person at an exercise price of \$60.60. Ten thousand (10,000) shares subject to the option were exercised prior to the Effective Date.

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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