

PERRIGO CO
Form 4
August 22, 2008

FORM 4

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

OMB APPROVAL

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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 *
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)
08/20/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/20/2008 | | M | A | \$ 6.1562 | 6,964 | D |
| Common Stock | 08/20/2008 | | S | D | \$ 35.47 | 6,864 | D |
| Common Stock | 08/20/2008 | | S | D | \$ 35.48 | 6,830 | D |
| Common Stock | 08/20/2008 | | S | D | \$ 35.5 | 6,530 | D |
| Common Stock | 08/20/2008 | | S | D | \$ 35.51 | 6,330 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------|---|
| Common Stock | 08/20/2008 | S | 1,300 | D | \$ 35.52 | 5,030 | D |
| Common Stock | 08/21/2008 | M | 18,398 | A | \$ 6.1562 | 23,128 | D |
| Common Stock | 08/21/2008 | S | 300 | D | \$ 35.24 | 23,128 | D |
| Common Stock | 08/21/2008 | S | 7,200 | D | \$ 35.26 | 15,928 | D |
| Common Stock | 08/21/2008 | S | 4,000 | D | \$ 35.28 | 11,928 | D |
| Common Stock | 08/21/2008 | S | 2,898 | D | \$ 35.29 | 9,030 | D |
| Common Stock | 08/21/2008 | S | 520 | D | \$ 35.45 | 8,510 | D |
| Common Stock | 08/21/2008 | S | 200 | D | \$ 35.46 | 8,310 | D |
| Common Stock | 08/21/2008 | S | 2,300 | D | \$ 35.48 | 6,010 | D |
| Common Stock | 08/21/2008 | S | 980 | D | \$ 35.63 | 5,030 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option Right to Buy | \$ 6.1562 | 08/20/2008 | | M | 1,934 | 05/30/2004 | 05/30/2010 | Common | 10,166 |

Employee
Stock
Option
Right to
Buy

\$ 6.1562 08/21/2008

M 8,232 05/30/2004 05/30/2010 Common 8,232

Employee
Stock
Option
Right to
Buy

\$ 6.1562 08/21/2008

M 10,166 05/30/2005 05/30/2010 Common 10,166

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. 08/22/2008
Needham

**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).

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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