

Needham Jeffrey  
Form 4/A  
May 10, 2011

**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 [PRGO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/10/2011

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/10/2009

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  | (A) or (D)   | Price   |
| Common Stock                    | 11/10/2009                           |  | M                              |   | 42,825  | A  | \$ 11.675   |
| Common Stock                    | 11/10/2009                           |  | S                              |   | 39,225<br><u>(1)</u>  | D  | \$ 38.93  |
|                                 |                                      |  |                                |   |   |  | 53,474  |
|                                 |                                      |  |                                |   |   |  | 14,249  |

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

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SEC 1474  
(9-02)

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**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         | \$ 11.675  | 11/10/2009                           |  | M                              | 8,565   | 03/28/2003 03/28/2012                                    | Common Stock 8,565  |
| Employee Stock Option Right to Buy         | \$ 11.675  | 11/10/2009                           |  | M                              | 8,565   | 03/28/2004 03/28/2012                                    | Common Stock 8,565  |
| Employee Stock Option Right to Buy         | \$ 11.675  | 11/10/2009                           |  | M                              | 8,565   | 03/28/2005 03/28/2012                                    | Common Stock 8,565  |
| Employee Stock Option Right to Buy         | \$ 11.675  | 11/10/2009                           |  | M                              | 8,565   | 03/28/2006 03/28/2012                                    | Common Stock 8,565  |
| Employee Stock Option Right to Buy         | \$ 11.675  | 11/10/2009                           |  | M                              | 8,565   | 03/28/2007 03/28/2012                                    | Common Stock 8,565  |

## Reporting Owners

| Reporting Owner Name / Address         | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Needham Jeffrey<br>C/O PERRIGO COMPANY |               |           | Sr. VP Commercial Business Dev |       |

515 EASTERN AVENUE  
ALLEGAN, MI 49010

## Signatures

Jeffrey R.  
Needham

05/10/2011

          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 amendment is being filed to correct the shares of common stock reported as being sold by the reporting person on November 10,2009.

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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