

Steris plc
Form 4
January 18, 2017

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 *
Bardwell Kathleen

(Last) (First) (Middle)

C/O CHANCERY HOUSE, 190
WATERSIDE RD., HAMILTON
INDUSTRIAL PARK

(Street)

LEISCESTER, X0 LE5 1QZ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Steris plc [STE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2017

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. V. P. & C.C.O.

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		
Ordinary Shares, 0.10 par value	01/17/2017		M	962 ⁽¹⁾ A	\$ 22.83	16,538	D
Ordinary Shares, 0.10 par value	01/17/2017		M	1,000 ⁽²⁾ A	\$ 34.23	17,538	D
Ordinary Shares, 0.10 par value	01/17/2017		S	1,962 D	\$ 68.78	15,576 ⁽³⁾	D

value

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 (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)	\$ 22.83	01/17/2017		M	962	<u>(4)</u> 05/21/2019	Ordinary Shares	962
Employee Stock Option (right to buy)	\$ 34.23	01/17/2017		M	1,000	<u>(5)</u> 11/12/2019	Ordinary Shares	1,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bardwell Kathleen
C/O CHANCERY HOUSE, 190 WATERSIDE RD.
HAMILTON INDUSTRIAL PARK
LEISCESTER, X0 LE5 1QZ

Sr.V. P. & C.C.O.

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of Attorney

01/18/2017

__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 exercise and sale of a total of 962 ordinary shares is pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on November 15, 2016.

(2) This exercise and sale of a total of 1,000 ordinary shares is pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on November 15, 2016.

(3) 6,950 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 500 on June 1, 2017; 500 on June 1, 2018; 500 on June 3, 2019; 500 on June 1, 2020; 625 on May 30, 2017; 625 on May 28, 2018; 625 on May 28, 2019; 750 on May 30, 2017; 750 on May 30, 2018; 450 on May 31, 2017; 375 on October 2, 2017; 375 on October 1, 2018 and 375 on October 1, 2019.

(4) This option to purchase 962 STERIS plc ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 962 STERIS Corporation common shares for \$22.83 per share, subject to the same terms and conditions as the original STERIS Corporation stock option.

(5) This option to purchase 1,000 STERIS plc ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 1,000 STERIS Corporation common shares for \$34.23 per share, subject to the same terms and conditions as the original STERIS Corporation stock option.

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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