

STERIS CORP
Form 4
August 12, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Breedon Richard C

(Last) (First) (Middle)

C/O BREEDON CAPITAL
MANAGEMENT LLC, 100
NORTHFIELD STREET

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STERIS CORP [STE]

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

08/08/2013

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)

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 Shares, No Par Value				(A) or (D)			See footnotes (1) (2)
			Code V Amount (D) Price		83,329	I	
Common Shares, No Par Value					25,295	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option to Purchase Common Shares	\$ 43.92	08/08/2013		A	4,657 (3)	(4) 08/08/2023	Common Shares, No Par Value	4,657
Career Restricted Stock Units	(6)	08/08/2013		A	3,016 (7)	(8) (8)	Common Shares, No Par Value	3,016

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Breeden Richard C
C/O BREEDEN CAPITAL MANAGEMENT LLC
100 NORTHFIELD STREET
GREENWICH, CT 06830

X

Signatures

/s/ Richard C.
Breeden 08/12/2013

__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).

Richard C. Breeden is the managing member of Breeden Capital Partners LLC and the managing member and chairman and chief executive officer of Breeden Capital Management LLC. Breeden Capital Partners LLC is in turn the general partner of Breeden Partners L.P. (the "Fund").

(2)

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Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended, Mr. Breeden in his capacity as managing member, as well as chairman and chief executive officer of Breeden Capital Management LLC and as the managing member of Breeden Capital Partners LLC, may be deemed to be the indirect beneficial owner of the shares of common stock of the Issuer (the "Common Stock") owned by the Fund; however, he disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

On August 8, 2013, the Issuer granted 4,657 stock options to Mr. Breeden as compensation for services rendered as a director of the

(3) Issuer. Pursuant to the governing documents of the Fund, any economic interests realized with respect to these stock options will be distributed to the Fund.

(4) The stock options reported herein are fully vested immediately.

(5) Includes previously granted stock options with different terms of exercisability. Pursuant to the governing documents of the Fund, any economic interests realized with respect to these stock options will be distributed to the Fund.

(6) Each Career Restricted Stock Unit represents the right to receive one share of Common Stock six months after the cessation of Mr. Breeden's service as a director of the Issuer.

On August 8, 2013, the Issuer granted 3,016 Career Restricted Stock Units of the Issuer to Mr. Breeden as compensation for services

(7) rendered as a director of the Issuer. Pursuant to the governing documents of the Fund, any economic interests realized with respect to these Career Restricted Stock Units will be distributed to the Fund.

(8) Each Career Restricted Stock Unit is fully vested immediately and will be settled in shares of Common Stock six months after the cessation of Mr. Breeden's service as a director of the Issuer.

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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