

PERRIGO CO
Form 4
August 21, 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 *
HENDRICKSON JOHN T

(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)
08/19/2008

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)
EVP Global Operations & Supply

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				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	02/22/2008		G	V	6,053	A	\$ 0	46,595	I	By Trust (2)
Common Stock	08/19/2008		M		1,300	A	\$ 9.84	6,016	D	
Common Stock	08/19/2008		M		8,700	A	\$ 9.84	14,716	D	
Common Stock	08/19/2008		M		1,000	A	\$ 9.84	15,716	D	
Common Stock	08/19/2008		F		275	D	\$ 35.68	15,441	D	

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Common Stock	08/19/2008	S	1,300	D	\$ 35.7314	14,141	D
Common Stock	08/19/2008	S	100	D	\$ 35.75	14,041	D
Common Stock	08/19/2008	S	500	D	\$ 35.72	13,541	D
Common Stock	08/19/2008	S	600	D	\$ 35.68	12,941	D
Common Stock	08/19/2008	S	100	D	\$ 35.69	12,841	D
Common Stock	08/19/2008	S	1,400	D	\$ 35.67	11,441	D
Common Stock	08/19/2008	S	500	D	\$ 35.66	10,941	D
Common Stock	08/19/2008	S	1,500	D	\$ 35.65	9,441	D
Common Stock	08/19/2008	S	300	D	\$ 35.64	9,141	D
Common Stock	08/19/2008	S	200	D	\$ 35.62	8,941	D
Common Stock	08/19/2008	S	600	D	\$ 35.61	8,341	D
Common Stock	08/19/2008	S	1,600	D	\$ 35.6114	6,741	D
Common Stock	08/19/2008	S	1,300	D	\$ 35.6108	5,441	D
Common Stock						4,716 ⁽¹⁾	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 9.84		08/19/2008	M				08/06/2004	08/16/2012	Common	1,300
Right to Buy											
Employee Stock Option	\$ 9.84		08/19/2008	M				08/06/2005	08/16/2012	Common	9,000
Right to Buy											
Employee Stock Option	\$ 9.84		08/19/2008	M				08/06/2006	08/16/2012	Common	9,000
Right to Buy											

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDRICKSON JOHN T C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			EVP Global Operations & Supply	

Signatures

John T.
Hendrickson 08/20/2008

 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) Excludes 6,053 shares previously owned directly that were transferred to the Mary Hendrickson Trust on 2/22/08

(2) Shares held in Mary Hendrickson Trust (Spouse)

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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