

STERIS CORP
Form 4
November 02, 2015

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 *
Zangerle John Adam

(Last) (First) (Middle)

C/O 5960 HEISLEY ROAD

(Street)

MENTOR, OH 44060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STERIS CORP [STE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2015

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)
VP, Gen Counsel, and Sec.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares, No Par Value | 11/02/2015 | | D | (A) 18,608 or (D) <u>(1)</u> | (D) <u>(2)</u> 0 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | \$ 27.68 | 11/02/2015 | | D | | 2,200 | | <u>(3)</u> | 07/27/2017 | Common Shares, No Par Value | 2,200 |
| Employee Stock Option (right to buy) | \$ 30.84 | 11/02/2015 | | D | | 3,100 | | <u>(4)</u> | 05/21/2018 | Common Shares, No Par Value | 3,100 |
| Employee Stock Option (right to buy) | \$ 22.83 | 11/02/2015 | | D | | 3,150 | | <u>(5)</u> | 05/21/2019 | Common Shares, No Par Value | 3,150 |
| Employee Stock Option (right to buy) | \$ 31.87 | 11/02/2015 | | D | | 3,000 | | <u>(6)</u> | 05/20/2020 | Common Shares, No Par Value | 3,000 |
| Employee Stock Option (right to buy) | \$ 36.09 | 11/02/2015 | | D | | 3,500 | | <u>(7)</u> | 05/31/2021 | Common Shares, No Par Value | 3,500 |
| Employee Stock Option (right to buy) | \$ 29.94 | 11/02/2015 | | D | | 3,800 | | <u>(8)</u> | 05/30/2022 | Common Shares, No Par Value | 3,800 |
| Employee Stock Option (right to buy) | \$ 45.34 | 11/02/2015 | | D | | 6,000 | | <u>(9)</u> | 05/31/2023 | Common Shares, No Par Value | 6,000 |
| | \$ 53.52 | 11/02/2015 | | D | | 12,252 | | <u>(10)</u> | 05/30/2024 | | 12,252 |

| | | | | | | | | | |
|--|----------|------------|---|-------|------|------------|--|--------------------------------------|-------|
| Employee Stock Option (right to buy) | | | | | | | | Common Shares, No Par Value | |
| Employee Stock Option (right to buy) | \$ 67.98 | 11/02/2015 | D | 8,000 | (11) | 08/10/2025 | | Common Shares, No Par Value | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zangerle John Adam C/O 5960 HEISLEY ROAD MENTOR, OH 44060 | | | VP, Gen Counsel, and Sec. | |

Signatures

/s/ Dennis P. Patton, Authorized Representative under Power of Attorney 11/02/2015

**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) 13,652 of these Common Shares are restricted. The restrictions on these Common Shares lapse as follows: 1,400 on May 31, 2016; 1,000 on August 1, 2016; 1,000 on November 28, 2016; 5,000 on May 31, 2017; 2,252 on May 30, 2018; and 3,000 on May 28, 2019.
Represents shares of STERIS Corporation ("STERIS") disposed of pursuant to merger of a wholly-owned subsidiary of STERIS plc ("New STERIS") with and into STERIS, with STERIS surviving the merger as a wholly-owned subsidiary of New STERIS (the "Merger"), in exchange for ordinary shares of New STERIS, which was consummated simultaneous with and conditioned on New STERIS' acquisition of Synergy Health plc by commencing a "recommended offer" under English law. At the effective time of the Merger, each STERIS common share was cancelled and converted into the right to receive one New STERIS ordinary share.
 - (3) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 2,200 ordinary shares of New STERIS for \$27.68 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
 - (4) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,100 ordinary shares of New STERIS for \$30.84 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
 - (5) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,150 ordinary shares of New STERIS for \$22.83 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
 - (6) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,000 ordinary shares of New STERIS for \$31.87 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
 - (7) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,500 ordinary shares of New STERIS for \$36.09 per share, subject to the same terms and conditions that were applicable to the original

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STERIS option.

(8) This option becomes exercisable as follows: 950 on May 30, 2016. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,800 ordinary shares of New STERIS for \$29.94 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(9) This option becomes exercisable as follows: 1,500 on May 31, 2016 and 1,500 on May 31, 2017. This option was assumed by New STERIS in the Merger and converted to an option to purchase 6,000 ordinary shares of New STERIS for \$45.34 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(10) This option becomes exercisable as follows: 3,063 on May 30, 2016; 3,063 on May 30, 2017 and 3,063 on May 30, 2018. This option was assumed by New STERIS in the Merger and converted to an option to purchase 12,252 ordinary shares of New STERIS for \$53.52 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(11) This option becomes exercisable as follows: 2,000 on May 28, 2016; 2,000 on May 28, 2017; 2,000 on May 28, 2018 and 2,000 on May 28, 2019. This option was assumed by New STERIS in the Merger and converted to an option to purchase 8,000 ordinary shares of New STERIS for \$67.98 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.