ALLERGAN INC
Form 4
March 19, 2015

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
INGRAM DOUGLAS S

(Last) (First) (Middle)

2525 DUPONT DRIVE

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ALLERGAN INC [AGN]

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/25/2015		G	V	13,044	D	$ 0	10,772	I	By Ingram Family Trust
Common Stock	03/17/2015		A		16,911.004 (1)	A	$ 0	16,911.004	D	
Common Stock	03/17/2015		D		16,911.004 (2)	D	(2)	0	D	
Common Stock	03/17/2015		D		10,772 (2)	D	(2)	0	I	By Ingram Family

								Trust
Common Stock	03/17/2015	D	2,676.7883 (2)	D	(2)	0	I	By 401(k) Trust
Common Stock	03/17/2015	D	3,616.4994 (2)	D	(2)	0	I	By Esop Trust

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

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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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Option (Right to Buy)	$ 64.47	03/10/2015		G	V		105,500	(3)	02/14/2018	Common Stock	1
Employee Stock Option (Right to Buy)	$ 64.47	03/10/2015		G	V	105,500		(3)	02/14/2018	Common Stock	1
Employee Stock Option (Right to Buy)	$ 75.58	03/10/2015		G	V		82,000	(4)	02/17/2021	Common Stock	
Employee Stock Option (Right to Buy)	$ 75.58	03/10/2015		G	V	82,000		(4)	02/17/2021	Common Stock	
Employee Stock Option (Right to	$ 58.55	03/10/2015		G	V		89,200	(5)	02/02/2017	Common Stock	

Buy)											
Employee Stock Option (Right to Buy)	$ 58.55	03/10/2015		G	V	89,200		(5)	02/02/2017	Common Stock	
Employee Stock Option (Right to Buy)	$ 40.16	03/10/2015		G	V		130,400	(6)	02/20/2019	Common Stock	
Employee Stock Option (Right to Buy)	$ 40.16	03/10/2015		G	V	130,400		(6)	02/20/2019	Common Stock	
Employee Stock Option (Right to Buy)	$ 59.13	03/10/2015		G	V		92,600	(7)	02/22/2020	Common Stock	
Employee Stock Option (Right to Buy)	$ 59.13	03/10/2015		G	V	92,600		(7)	02/22/2020	Common Stock	
Employee Stock Option (Right to Buy)	$ 87.91	03/10/2015		G	V		67,000	(8)	02/17/2022	Common Stock	
Employee Stock Option (Right to Buy)	$ 87.91	03/10/2015		G	V	67,000		(8)	02/17/2022	Common Stock	
Employee Stock Option (Right to Buy)	$ 105.87	03/10/2015		G	V		60,000	(9)	02/21/2023	Common Stock	
Employee Stock Option (Right to Buy)	$ 105.87	03/10/2015		G	V	60,000		(9)	02/21/2023	Common Stock	

Employee Stock Option (Right to Buy)	$ 58.55	03/17/2015	D	89,200	(10)	02/02/2017	Common Stock
Employee Stock Option (Right to Buy)	$ 64.47	03/17/2015	D	105,500	(10)	02/14/2018	Common Stock
Employee Stock Option (Right to Buy)	$ 40.16	03/17/2015	D	130,400	(10)	02/20/2019	Common Stock
Employee Stock Option (Right to Buy)	$ 59.13	03/17/2015	D	92,600	(10)	02/22/2020	Common Stock
Employee Stock Option (Right to Buy)	$ 75.58	03/17/2015	D	82,000	(10)	02/17/2021	Common Stock
Employee Stock Option (Right to Buy)	$ 87.91	03/17/2015	D	67,000	(10)	02/17/2022	Common Stock
Employee Stock Option (Right to Buy)	$ 105.87	03/17/2015	D	60,000	(10)	02/21/2023	Common Stock
Restricted Stock Units	(11)	03/17/2015	D	419	(11)	(11)	Common Stock
Employee Stock Option (Right to Buy)	$ 125.07	03/17/2015	D	70,431	(10)	02/21/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGRAM DOUGLAS S 2525 DUPONT DRIVE IRVINE, CA 92612			President	

Signatures

/s/ Matthew J. Maletta, attorney-in-fact for Douglas S. Ingram	03/19/2015
**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) Represents 16,907 performance-based restricted stock units granted on October 29, 2014 and 4.004 dividend equivalent rights acquired with respect to each vested restricted stock unit (collectively, the "RSUs"). The RSUs vested in full on the Effective Date pursuant to the terms of the Merger Agreement (each as defined below).

(2) Pursuant to that certain Agreement and Plan of Merger dated November 16, 2014, (the "Merger Agreement") by and among the Issuer, Actavis, Plc ("Actavis) and a wholly-owned subsidiary of Actavis, the Issuer became an indirect wholly-owned subsidiary of Actavis upon consummation of the merger (the "Effective Date"). Each share of common stock was disposed of in exchange for $129.22 cash plus 0.3683 of an Actavis ordinary share, having a market value of $307.51 per share on the Effective Date.

(3) The option becomes exercisable in four equal annual installments beginning February 14, 2009.

(4) The option becomes exercisable in four equal annual installments beginning February 17, 2012.

(5) The option becomes exercisable in four equal annual installments beginning February 2, 2008.

(6) The option became exercisable in four equal annual installments beginning February 20, 2010.

(7) The option becomes exercisable in four equal annual installments beginning February 22, 2011.

(8) The option becomes exercisable in four equal annual installments beginning February 17, 2013.

(9) The option becomes exercisable in four equal annual installments beginning February 21, 2015.

(10) Each option vested in full on the Effective Date and was cancelled in exchange for a cash payment equal to the number of shares subject to the option immediately prior to the merger, multiplied by the difference between (i) 0.3683 times $294.1509 (which represents the 10-day volume weighted average price of Actavis stock starting on the 11th trading day prior to the closing) plus $129.22 and (ii) the exercise price of the option, subject to the applicable withholding taxes and pursuant to the procedures set forth in the Merger Agreement.

(11) The restricted stock units ("RSUs") vested in full on the Effective Date and each RSU was cancelled in exchange for 0.3683 shares of Actavis stock having a market value of $307.51 per share on the Effective Date, and $129.22 in cash.

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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