Pearson J. Michael Form 4 December 03, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Pearson J. Michael

(Last) (First) (Middle)

ONE ENTERPRISE

(Street)

ALISO VIEJO, CA 92656

2. Issuer Name and Ticker or Trading

Symbol

VALEANT PHARMACEUTICALS INTERNATIONAL [VRX]

(Month/Day/Year) 12/01/2009

3.

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

_X__ Director 10% Owner Other (specify X_ Officer (give title

below) below)

CEO and Chairman of the Board 6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

(A)

Persons who respond to the collection of

Code V Amount (D) Price

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

SEC 1474 (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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of 4. **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)		
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title
Additional Matching Units (RSUs)	(1)	12/01/2009		A	200,481	(2)	(3)	Common Stock
Long-Term Performance Units (RSUs)	<u>(4)</u>	12/01/2009		A	173,750	<u>(5)</u>	<u>(6)</u>	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.41	12/01/2009		A	500,000	12/01/2010 <u>(7)</u>	02/01/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
Toporting O when I while , I was also	Director	10% Owner	Officer	Other		
Pearson J. Michael ONE ENTERPRISE	X		CEO and Chairman of the Board			
ALISO VIEJO, CA 92656						

Signatures

By: Michelle May For: J. Michael
Pearson
12/03/2009

**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) Each Additional Matching Unit represents a contingent right to receive one share of common stock.
- (2) The Additional Matching Units will vest on the first of each month with the first vesting date on March 1, 2011, over a period of 36 months at the rate of 1/36th per month. Vested shares will be delivered to the reporting person on February 1, 2019.
- (3) The Additional Matching Units will vest on the first of each month with the first vesting date on March 1, 2011, over a period of 36 months at the rate of 1/36th per month. Vested shares will be delivered to the reporting person on February 1, 2019.
- (4) Each Long-Term Performance Unit represents a contingent right to receive between one and three shares of common stock. See note (5).
 - The Long-Term Performance Units will vest based on total shareholder return (TSR) between a price of \$37.41 starting on February 2, 2011 and the average stock price for the prior 20 trading days as of three measurement dates: 25% would vest on November 1, 2013, 50%
- (5) on February 1, 2014 and 25% on May 1, 2014. Unit vesting is contingent on TSR performance between 15% and 45% into between one and three shares of common stock, respectively, with early vesting possible at higher TSR levels. Vested shares will be delivered to the reporting person on February 1, 2019.
- (6) The Long-Term Performance Units will vest based on total shareholder return (TSR) between a price of \$37.41 starting on February 2, 2011 and the average stock price for the prior 20 trading days as of three measurement dates: 25% would vest on November 1, 2013, 50% on February 1, 2014 and 25% on May 1, 2014. Unit vesting is contingent on TSR performance between 15% and 45% into between one and three shares of common stock, respectively, with early vesting possible at higher TSR levels. Vested shares will be delivered to the

Reporting Owners 2

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reporting person on February 1, 2019.

(7) The Stock Options will vest in four equal annual installments on February 1st of 2012, 2013, 2014 and 2015.

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.