

VALEANT PHARMACEUTICALS INTERNATIONAL

Form 4

May 11, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 if no longer
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 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 *
 ValueAct Holdings, L.P.

2. Issuer Name **and** Ticker or Trading
 Symbol
 VALEANT PHARMACEUTICALS
 INTERNATIONAL [VRX]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 435 PACIFIC AVENUE, 4TH
 FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/07/2009

____ Director ____X____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

(Street)
 SAN FRANCISCO, CA 94133

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____ Form filed by One Reporting Person
 X Form filed by More than One Reporting
 Person

(City) (State) (Zip)

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, par value \$.01 per share	05/07/2009		P		50,000	A	\$ 18.88	13,291,300	I	See footnote <u>(1)</u>
Common Stock, par value \$.01 per share	05/07/2009		P		200,000	A	\$ 18.95	13,491,300	I	See footnote <u>(1)</u>
Common Stock, par value \$.01	05/07/2009		P		250,000	A	\$ 18.94	13,741,300	I	See footnote <u>(1)</u>

per share

Common Stock, par value \$.01 per share	05/07/2009	P	147,246	A	\$ 18.93	13,888,546	I	See footnote (1)
Common Stock, par value \$.01 per share	05/08/2009	P	50,000	A	\$ 19.49	13,938,546	I	See footnote (1)
Common Stock, par value \$.01 per share	05/08/2009	P	200,000	A	\$ 19.58	14,138,546	I	See footnote (1)
Common Stock, par value \$.01 per share	05/08/2009	P	200,000	A	\$ 19.64	14,338,546	I	See footnote (1)
Common Stock, par value \$.01 per share	05/08/2009	P	110,268	A	\$ 19.48	14,448,814	I	See footnote (1)
Common Stock, par value \$.01 per share	05/11/2009	P	100,000	A	\$ 19.24	14,548,814	I	See footnote (1)
Common Stock, par value \$.01 per share	05/11/2009	P	130,000	A	\$ 19.38	14,678,814	I	See footnote (1)
Common Stock, par value \$.01 per share	05/11/2009	P	100,000	A	\$ 19.1	14,778,814	I	See footnote (1)
Common Stock, par value \$.01 per share	05/11/2009	P	100,000	A	\$ 19.46	14,878,814	I	See footnote (1)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ValueAct Holdings, L.P. 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		
VA Partners I, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Capital Management, L.P. 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Capital Management, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		
ValueAct Holdings GP, LLC 435 PACIFIC AVENUE, 4TH FLOOR SAN FRANCISCO, CA 94133		X		

Signatures

VALUEACT HOLDINGS, L.P., By: VALUEACT HOLDINGS GP, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer	05/11/2009
_____ **Signature of Reporting Person	Date
VALUEACT CAPITAL MASTER FUND, L.P., By: VA PARTNERS I, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer	05/11/2009
_____ **Signature of Reporting Person	Date
VA PARTNERS I, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer	05/11/2009
_____ **Signature of Reporting Person	Date

VALUEACT CAPITAL MANAGEMENT, L.P., By: VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner, By:/s/ George F. Hamel. Jr., Chief Operating Officer

05/11/2009

__Signature of Reporting Person

Date

VALUEACT CAPITAL MANAGEMENT, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer

05/11/2009

__Signature of Reporting Person

Date

VALUEACT HOLDINGS GP, LLC, By:/s/ George F. Hamel. Jr., Chief Operating Officer

05/11/2009

__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) Securities reported are directly beneficially owned by ValueAct Capital Master Fund LP & may be deemed indirectly beneficially owned by (i) VA Partners I LLC as General Partner ("GP") of ValueAct Capital Master Fund LP (ii) ValueAct Capital Management LP as the manager of ValueAct Capital Master Fund LP (iii) ValueAct Capital Management LLC as GP of ValueAct Capital Management LP (iv) ValueAct Holdings LP as the sole owner of the limited partnership interests of ValueAct Capital Management LP & the membership interests of ValueAct Capital Management LLC & as majority owner of the membership interests of VA Partners I LLC & (v) ValueAct Holdings GP LLC as GP of ValueAct Holdings LP. Reporting persons disclaim beneficial ownership of the reported securities except to the extent of its pecuniary interest therein & this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Sec 16 of Securities Exchange Act of 1934 or for any other purpose

Remarks:

The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934

Joint Filer Information:

Name: ValueAct Capital Master Fund, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: ValueAct Holdings, L.P.

Issuer and Ticker: Valeant Pharmaceuticals International (VRX)

Date of Event Requiring Statement: 05/07/2009

Name: VA Partners I, LLC

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: ValueAct Holdings, L.P.

Issuer and Ticker: Valeant Pharmaceuticals International (VRX)

Date of Event Requiring Statement: 05/07/2009

Name: ValueAct Capital Management, L.P.

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: ValueAct Holdings, L.P.

Issuer and Ticker: Valeant Pharmaceuticals International (VRX)

Date of Event Requiring Statement: 05/07/2009

Name: ValueAct Capital Management, LLC

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: ValueAct Holdings, L.P.

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Issuer and Ticker: Valeant Pharmaceuticals International (VRX)

Date of Event Requiring Statement: 05/07/2009

Name: ValueAct Holdings GP, LLC

Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133

Designated Filer: ValueAct Holdings, L.P.

Issuer and Ticker: Valeant Pharmaceuticals International (VRX)

Date of Event Requiring Statement: 05/07/2009

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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