

ALLERGAN INC
Form 4
March 19, 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 *
Sherman Scott D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2525 DUPONT DRIVE

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President, HR

IRVINE, CA 92612

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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	03/17/2015		D		1,643.9028	D	0	I	By 401(k)
Common Stock	03/17/2015		D		4,045	D	0	I	By Family Revocable Trust
Common Stock	03/17/2015		A		6,341.501 (2)	A	\$ 0	6,349.489	D
Common Stock	03/17/2015		D		6,349.489	D	0	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) (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)	\$ 73.04	03/17/2015		D	3,000 (3)	(4) 11/03/2020	Common Stock 3,000
Employee Stock Option (Right to Buy)	\$ 75.58	03/17/2015		D	20,000 (5)	(4) 02/17/2021	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 87.91	03/17/2015		D	35,000	(4) 02/17/2022	Common Stock 35,000
Employee Stock Option (Right to Buy)	\$ 105.87	03/17/2015		D	38,000	(4) 02/21/2023	Common Stock 38,000
Employee Stock Option (Right to Buy)	\$ 125.07	03/17/2015		D	32,789	(4) 02/21/2024	Common Stock 32,789
Restricted Stock Units	(6)	03/17/2015		D	238	(6) 02/20/2025	Common Stock 238

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sherman Scott D 2525 DUPONT DRIVE IRVINE, CA 92612			Executive Vice President, HR	

Signatures

Matthew J. Maletta, attorney-in-fact for Scott D.
Sherman

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) 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.

(2) Represents 6,340 performance-based restricted stock units granted on October 29, 2014 and 1.501 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).

(3) The option originally covered 12,000 shares, of which 9,000 shares subject to the option were exercised prior to the Effective Date.

(4) 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.

(5) The option originally covered 40,000 shares, of which 20,000 shares subject to the option were exercised prior to the Effective Date.

(6) 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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