

STERIS CORP

Form 4

December 04, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosebrough Walter M Jr

(Last) (First) (Middle)

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)

12/02/2014

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)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares, No Par Value	12/02/2014		M	35,000	A \$ 28.32	111,274	D
Common Shares, No Par Value	12/02/2014		F	24,766	D \$ 63.85 (1)	86,508	D
Common Shares, No Par Value	12/02/2014		M	100,000	A \$ 28.32	186,508	D
Common Shares, No	12/02/2014		F	70,759	D \$ 63.85	115,749	D

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Par Value					(1)			
Common Shares, No Par Value	12/02/2014	M	98,200	A	\$ 30.84	213,949	D	
Common Shares, No Par Value	12/02/2014	F	71,522	D	\$ 63.85 (1)	142,427	D	
Common Shares, No Par Value	12/02/2014	M	75,000	A	\$ 22.83	217,427	D	
Common Shares, No Par Value	12/02/2014	F	49,680	D	\$ 63.85 (1)	167,747	D	
Common Shares, No Par Value	12/03/2014	G V	3,000 (9)	D	\$ 0	164,747	D	
Common Shares, No Par Value	12/03/2014	G V	40,000 (10)	D	\$ 0	124,747 (2)	D	
Common Shares, No Par Value	12/03/2014	G V	40,000	A	\$ 0	45,460	I	See Footnote Below. (3)
Common Shares, No Par Value						40,000	I	See Footnote Below. (4)
Common Shares, No Par Value						4,540	I	See Footnote Below. (5)

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 Number

								Shares
Employee Stock Option (right to buy)	\$ 28.32	12/02/2014	M	35,000	<u>(6)</u>	10/01/2017	Common Shares, No Par Value	35,000
Employee Stock Option (right to buy)	\$ 28.32	12/02/2014	M	100,000	<u>(6)</u>	10/01/2017	Common Shares, No Par Value	100,000
Employee Stock Option (right to buy)	\$ 30.84	12/02/2014	M	98,200	<u>(7)</u>	05/21/2018	Common Shares, No Par Value	98,200
Employee Stock Option (right to buy)	\$ 22.83	12/02/2014	M	75,000	<u>(8)</u>	05/21/2019	Common Shares, No Par Value	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosebrough Walter M Jr 5960 HEISLEY ROAD MENTOR, OH 44060	X		President & CEO	

Signatures

/s/ Dennis P. Patton, Authorized Representative under Power of Attorney 12/04/2014

____ 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) Closing market price on the NYSE on the day on which the cashless stock option transaction occurred.

75,247 of these Common Shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit and 49,500 of these Common Shares are restricted and also are held by the Reporting Person as Trustee of a revocable trust established for his benefit. The restrictions on the restricted Common Shares lapse as follows: 3,750 on June 1, 2015; 5,000 on June 1, 2015; 5,000 on May 31, 2016; 6,250 on June 1, 2015; 6,250 on May 31, 2016; 6,250 on May 31, 2017; 4,250 on June 1, 2015; 4,250 on May 30, 2016; 4,250 on May 30, 2017 and 4,250 on May 30, 2018.

(3) These shares are held in a revocable trust of the Reporting Person's spouse as Trustee established for her benefit.

(4)

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These shares are held in an irrevocable trust of the Reporting Person as Trustee established for the benefit of the children of the Reporting Person and the Reporting Person's Spouse.

- (5) These shares are held in an irrevocable trust of the Reporting Person as Trustee established for the benefit of the grandchildren of the Reporting Person and the Reporting Person's Spouse.
- (6) These options became exercisable in 25% increments on October 1, 2008, October 1, 2009, October 1, 2010 and October 1, 2011.
- (7) These options became exercisable in 25% increments on May 21, 2009, May 21, 2010, May 21, 2011 and May 21, 2012.
- (8) These options became exercisable in 25% increments on May 21, 2010, May 21, 2011, May 21, 2012 and May 21, 2013.
- (9) This transaction involved a transfer of shares by the Reporting Person, as Trustee, from the Reporting Person's revocable trust, established for his benefit, to a tax-exempt charity.
- (10) This transaction involved a transfer of shares by the Reporting Person, as Trustee, from the Reporting Person's revocable trust, established for his benefit, to his spouse, as Trustee of a revocable trust established for her benefit.

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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