

Rosebrough Walter M Jr
 Form 4
 June 04, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Rosebrough Walter M Jr

(Last) (First) (Middle)

C/O RUTHERFORD HOUSE,
 STEPHENSONS
 WAY, CHADDESSEN

(Street)

DERBY, X0 DE21 6LY

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 STERIS plc [STE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/31/2018

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)
			Code	V	Amount or Price		
Ordinary Shares, 10 pence par value	05/31/2018		A		12,388 ⁽¹⁾	A	\$ 0 61,192
Ordinary Shares, 10 pence par value	06/01/2018		S		8,571	D	\$ 104.46 ⁽²⁾ 52,621
Ordinary Shares, 10 pence par	06/01/2018		F		2,100 ⁽³⁾	D	\$ 104.57 ⁽⁴⁾ 50,521

value

Ordinary Shares, 10 pence par value	05/31/2018	G V 5,806 D \$ 0 38,000 I	See Footnote Below. <u>(5)</u>
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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 of Shares
Employee Stock Option (right to buy)	\$ 114.22	05/31/2018		A	136,268	<u>(6)</u> 05/31/2028	Ordinary Shares 136,268

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosebrough Walter M Jr C/O RUTHERFORD HOUSE, STEPHENSONS WAY CHADDESSEN DERBY, X0 DE21 6LY	X		President & CEO	

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of Attorney	06/04/2018
<u> </u> **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) All 12,388 of these Common Shares are restricted. The restrictions on these Common Shares lapse as follows: 3,097 on May 31, 2019; 3,097 on June 1, 2020; 3,097 on June 1, 2021 and 3,097 on May 31, 2022.

(2) This represents the average sales price of the 8,571 shares sold in the open market. The actual sales prices ranged from \$104.16 per share to \$104.77 per share. The Reporting Person, upon request by the SEC staff, will provide full information regarding the number of shares sold at each of the separate sales prices

(3) 2,100 shares were withheld from the 4,681 restricted shares that vested on June 1, 2018. These 2,100 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 4,681 ordinary shares were awarded to Mr. Rosebrough on June 1, 2016 as part of an award of 18,724 restricted shares. These vested shares were valued at the NYSE closing market price on June 1, 2018. The remaining restrictions on these ordinary shares lapse as follows: 4,681 on June 3, 2019; and 4,681 on June 1, 2020.

(4) These 50,521 ordinary shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit. 37,375 of these Ordinary Shares are restricted. The restrictions on the restricted Ordinary Shares lapse as follows: 3,625 on May 28, 2019; 4,000 on May 30, 2019; 3,097 on May 31, 2019; 4,681 on June 3, 2019; 4,681 on June 1, 2020; 4,000 on June 1, 2020; 3,097 on June 1, 2020; 4,000 on June 1, 2021; 3,097 on June 1, 2021 and 3,097 on May 31, 2022.

(5) These ordinary shares are held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit.

(6) This option becomes exercisable as follows: 34,067 on May 31, 2019; 34,067 on June 1, 2020; 34,067 on June 1, 2021 and 34,067 on May 31, 2022.

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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