

STERIS CORP

Form 4

November 02, 2015

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 *
Wood Michael B

(Last) (First) (Middle)

C/O 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)

11/02/2015

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)

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	11/02/2015		D	34,131 D	0	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V (A) (D)					
Director Stock Option (right to buy)	\$ 27.68	11/02/2015		D	3,387	<u>(2)</u>	07/27/2017	Common Shares, No Par Value	3,387	
Director Stock Option (right to buy)	\$ 34.17	11/02/2015		D	2,744	<u>(3)</u>	07/31/2018	Common Shares, No Par Value	2,744	
Director Stock Option (right to buy)	\$ 28.08	11/02/2015		D	3,609	<u>(4)</u>	07/31/2019	Common Shares, No Par Value	3,609	
Director Stock Option (right to buy)	\$ 32.34	11/02/2015		D	3,133	<u>(5)</u>	08/04/2020	Common Shares, No Par Value	3,133	
Director Stock Option (right to buy)	\$ 31.61	11/02/2015		D	3,121	<u>(6)</u>	08/03/2021	Common Shares, No Par Value	3,121	
Director Stock Option (right to buy)	\$ 32.36	11/02/2015		D	3,218	<u>(7)</u>	08/03/2022	Common Shares, No Par Value	3,218	
Director Stock Option (right to buy)	\$ 51.53	11/02/2015		D	4,584	<u>(8)</u>	08/06/2024	Common Shares, No Par Value	4,584	

Director Stock Option (right to buy)	\$ 64.05	11/02/2015	D	4,110	(9)	08/31/2025	Common Shares, No Par Value	4,110
Career Restricted Stock Units	(10)	11/02/2015	D	2,362	(10)	(10)	Common Shares, No Par Value	2,362

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Michael B C/O 5960 HEISLEY ROAD MENTOR, OH 44060	X			

Signatures

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

11/02/2015

____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).

Represents shares of STERIS Corporation ("STERIS") disposed of pursuant to merger of a wholly-owned subsidiary of STERIS plc ("New STERIS") with and into STERIS, with STERIS surviving the merger as a wholly-owned subsidiary of New STERIS (the "Merger"), in exchange for ordinary shares of New STERIS, which was consummated simultaneous with and conditioned on New STERIS' acquisition of Synergy Health plc by commencing a "recommended offer" under English law. At the effective time of the Merger, each STERIS common share was cancelled and converted into the right to receive one New STERIS ordinary share.

(1) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,387 ordinary shares of New STERIS for \$27.68 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(2) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 2,744 ordinary shares of New STERIS for \$34.17 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(3) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,609 ordinary shares of New STERIS for \$28.08 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(4) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,133 ordinary shares of New STERIS for \$32.34 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(5) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,121 ordinary shares of New STERIS for \$31.61 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(6) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 3,218 ordinary shares of New STERIS for \$32.36 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

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- (8) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 4,584 ordinary shares of New STERIS for \$51.53 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- (9) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 4,110 ordinary shares of New STERIS for \$64.05 per share, subject to the same terms and conditions that were applicable to the original STERIS option.
- (10) At the effective time of the Merger, each STERIS career restricted stock unit was cancelled and converted to a New STERIS career restricted stock unit, subject to the same terms and conditions that were applicable to the original STERIS career restricted stock unit. These New STERIS career restricted stock units are fully vested and will be settled in New STERIS ordinary shares six months after the cessation of the Director's Board service.

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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