

STERIS CORP  
Form 4  
November 02, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Breedon Richard C

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Shares, No Par Value     | 11/02/2015                           |  | D                              |   | 22,195  | D  | 0                                 |
| Common Shares, No Par Value     | 11/02/2015                           |  | D                              |   | 72,242  | D  | 0                                 |

See Footnote Below. (2)  
(3)

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

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SEC 1474  
(9-02)

number.

**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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Director Stock Option (right to buy)       | \$ 34.17   | 11/02/2015                           |  | D                              | 2,744   | <u>(4)</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>(5)</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>(6)</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>(7)</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>(8)</u> 08/03/2022                                    | Common Shares, No Par Value                                   | 3,218                         |                            |
| Director Stock Option (right to buy)       | \$ 43.92   | 11/02/2015                           |  | D                              | 4,657   | <u>(9)</u> 08/08/2023                                    | Common Shares, No Par Value                                   | 4,657                         |                            |



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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 3,133 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.

(7) 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.

(8) 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.

(9) This option is fully vested. This option was assumed by New STERIS in the Merger and converted to an option to purchase 4,657 ordinary shares of New STERIS for \$43.92 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

(10) 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.

(11) 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.

(12) 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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