

STERIS CORP  
Form 4  
June 03, 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 \*  
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)  
06/01/2015

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)  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount (A) or (D) Price   |  |                                   |
| Common Shares, No Par Value     | 06/01/2015                           |  |                                | F   | 1,848<br>(1) \$ 67.46<br>(2)  | D  | 169,609                           |
| Common Shares, No Par Value     | 06/01/2015                           |  |                                | F   | 2,464<br>(3) \$ 67.46<br>(2)  | D  | 167,145                           |
| Common Shares, No Par Value     | 06/01/2015                           |  |                                | F   | 3,080<br>(4) \$ 67.46<br>(2)  | D  | 164,065                           |
| Common Shares, No               | 06/01/2015                           |  |                                | F   | 2,095<br>(5) \$ 67.46   | D  | 161,970 (9)                       |

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| Par Value                   | (2)    |   |                         |
|-----------------------------|--------|---|-------------------------|
| Common Shares, No Par Value | 45,460 | I | See Footnote Below. (6) |
| Common Shares, No Par Value | 40,000 | I | See Footnote Below. (7) |
| Common Shares, No Par Value | 4,540  | I | See Footnote Below. (8) |

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

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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)

| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |  |

## Reporting Owners

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

## Signatures

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

06/03/2015

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) 1,848 shares were withheld from the 3,750 restricted shares that vested on June 1, 2015. These 1,848 shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 3,750 shares were awarded to Mr. Rosebrough on May 31, 2011 as part of an award of 15,000 restricted shares. These vested shares were valued at the NYSE closing market price on June 1, 2015.

(2) Closing market price on the NYSE on the day on which the restricted shares vested.

(3) 2,464 shares were withheld from the 5,000 restricted shares that vested on June 1, 2015. These 2,464 shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 5,000 shares were awarded to Mr. Rosebrough on May 30, 2012 as part of an award of 20,000 restricted shares. These vested shares were valued at the NYSE closing market price on June 1, 2015.

(4) 3,080 shares were withheld from the 6,250 restricted shares that vested on June 1, 2015. These 3,080 shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 6,250 shares were awarded to Mr. Rosebrough on May 31, 2013 as part of an award of 25,000 restricted shares. These vested shares were valued at the NYSE closing market price on June 1, 2015.

(5) 2,095 shares were withheld from the 4,250 restricted shares that vested on June 1, 2015. These 2,095 shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 4,250 shares were awarded to Mr. Rosebrough on May 30, 2014 as part of an award of 17,000 restricted shares. These vested shares were valued at the NYSE closing market price on June 1, 2015.

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

(7) 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.

(8) 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.

(9) 131,720 of these Common Shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit and 30,250 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: 5,000 on May 31, 2016; 6,250 on May 31, 2016; 6,250 on May 31, 2017; 4,250 on May 30, 2016; 4,250 on May 30, 2017 and 4,250 on May 30, 2018.

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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