

STERIS CORP
Form 4
November 02, 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 *
Carestio Daniel A

(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)
Sr. V. P., Isomedix & Life Sci

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares, No Par Value | 11/02/2015 | | D | (A) or (D) Price | 16,800 (1) 0 (2) | D | |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 29.94 | 11/02/2015 | | D | 2,225 | <u>(3)</u> 05/30/2022 | Common Shares, No Par Value 2,225 |
| Employee Stock Option (right to buy) | \$ 45.34 | 11/02/2015 | | D | 10,120 | <u>(4)</u> 05/31/2023 | Common Shares, No Par Value 10,120 |
| Employee Stock Option (right to buy) | \$ 53.52 | 11/02/2015 | | D | 7,000 | <u>(5)</u> 05/30/2024 | Common Shares, No Par Value 7,000 |
| Employee Stock Option (right to buy) | \$ 67.98 | 11/02/2015 | | D | 8,000 | <u>(6)</u> 08/10/2025 | Common Shares, No Par Value 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carestio Daniel A C/O 5960 HEISLEY ROAD MENTOR, OH 44060 | | | Sr. V. P., Isomedix & Life Sci | |

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).

(1) 16,800 of these Common Shares are restricted. The restrictions on these Common Shares lapse as follows: 4,500 on May 31, 2016; 3,300 on May 31, 2017; 4,000 on May 30, 2018; and 5,000 on May 28, 2019.

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

(2) "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.

This option becomes exercisable as follows: 2,225 on May 30, 2016. This option was assumed by New STERIS in the Merger and

(3) converted to an option to purchase 2,225 ordinary shares of New STERIS for \$29.94 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

This option becomes exercisable as follows: 2,530 on May 31, 2016 and 2,530 on May 31, 2017. This option was assumed by New

(4) STERIS in the Merger and converted to an option to purchase 10,120 ordinary shares of New STERIS for \$45.34 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

This option becomes exercisable as follows: 1,750 on May 30, 2016; 1,750 on May 30, 2017 and 1,750 on May 30, 2018. This option was

(5) assumed by New STERIS in the Merger and converted to an option to purchase 7,000 ordinary shares of New STERIS for \$53.52 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

This option becomes exercisable as follows: 2,000 on May 28, 2016; 2,000 on May 28, 2017; 2,000 on May 28, 2018 and 2,000 on May

(6) 28, 2019. This option was assumed by New STERIS in the Merger and converted to an option to purchase 8,000 ordinary shares of New STERIS for \$67.98 per share, subject to the same terms and conditions that were applicable to the original STERIS option.

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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