

ORTHOFIX INTERNATIONAL N V
 Form 3
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Washington, D.C. 20549

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MCMILLAN BRYAN		(Month/Day/Year)	ORTHOFIX INTERNATIONAL N V [OFIX]	
(Last)	(First)	(Middle)	10/01/2011	
3451 PLANO PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LEWISVILLE,Â TXÂ 75056			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President, Spine GBU	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMILLAN BRYAN 3451 PLANO PARKWAY LEWISVILLE, TX 75056	Â	Â	Â President, Spine GBU	Â

Signatures

Peter F. Pastorelle, by power of attorney
10/04/2011

Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Directors and 10% shareholders file reports of ownership and changes of ownership of Perrigo common stock with the SEC. Based on a review of copies of these reports provided to us and written representations from executive officers and directors, we believe that all filing requirements were met during fiscal year 2011, except that Mr. Refael Lebel filed a Form 4 on September 7, 2010 reporting the sale of 3,042 shares on September 1, 2010.

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Executive Compensation

Compensation Discussion and Analysis

This section summarizes the objectives and each element of the compensation program for our Chief Executive Officer, Chief Financial Officer and the next three most highly compensated executive officers who were serving at the end of the last fiscal year (collectively referred to as the named executive officers). You should review this section with the tabular disclosures that begin with the Summary Compensation Table on page 29.

Executive Summary

Executive Compensation Philosophy

Emphasize performance-based pay:

Performance-based compensation represented between 45% and 58% of our named executive officers' targeted annual compensation for fiscal 2011,

Annual cash incentive awards are strongly tied to one-year operating results and also reflect individual performance; no cash incentive awards are paid if threshold financial targets are not attained, and cash incentive awards are capped at 200% even if financial performance would justify higher payments, and

40% of an executive's long-term incentive (LTI) compensation opportunity (stock options) provides no actual value to the executive unless the stock price appreciates from the grant date; and 30% of the LTI compensation opportunity provides no actual value unless threshold return on invested capital (ROIC) targets are attained.

Conservative benefits and perquisites.

Stock ownership and retention requirements align our executives' interests with the long-term interests of Perrigo and our shareholders.

An independent compensation consultant with no other ties to the Company regularly assesses executive compensation policies and practices and reports directly to the Compensation Committee.

Fiscal 2011 Company Performance

Record net income of \$339.2 million, which reflected a 52% increase over fiscal 2010 net income.

Record net sales of \$2.76 billion, which reflected a 21% increase over fiscal 2010 net sales.

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Record gross profit of \$945 million, which reflected a 27% increase over fiscal 2010 gross profit.

Earnings per share growth of \$1.22, which reflected a 50% increase over fiscal 2010 earnings per share.

Long-Term Shareholder Performance

The cumulative total shareholder return, which includes reinvestment of dividends, of our common stock over the five-year period ending June 25, 2011, was 451.88%, compared to the cumulative five-year total return of both the S&P 500 Index and the S&P 500 Health Care Index of 13.32% and 27.97%, respectively.

2011 Compensation for Named Executive Officers

We maintained our overall compensation philosophy of tying a significant portion of total compensation to performance.

Actual cash incentive award payments were above target opportunities because of the Company's strong performance against fiscal 2011 financial targets.

The 2011 equity grants (options and RSU's) were awarded on August 23, 2011 and the closing price on that day was \$90.65.

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Named Executive Officers

The names and titles of our named executive officers for fiscal year 2011 are:

Name	Title
Joseph C. Papa	Chairman, President and Chief Executive Officer
Judy L. Brown	Executive Vice President, Chief Financial Officer
John T. Hendrickson	Executive Vice President, Global Operations and Supply Chain
Todd W. Kingma	Executive Vice President, General Counsel and Secretary
Refael Lebel	Executive Vice President, President Perrigo Israel

Program Administration

The Compensation Committee of the Board of Directors (the Committee), which is composed entirely of independent directors, oversees our executive compensation program. Each year the Committee reviews and approves the elements of compensation for all executive officers, including the named executive officers. The Committee submits its recommendations regarding the CEO's compensation to the independent directors of the Board for approval. The CEO makes recommendations regarding the compensation of the other executive officers to the Committee for the Committee's approval. Management is responsible for implementing the executive compensation program as approved by the Committee and the Board.

The Committee has engaged Meridian Compensation Partners, LLC (Meridian) as its independent consultant to assist it in considering and analyzing market practices and trends, as well as management's compensation recommendations. Perrigo has not retained Meridian to perform any other compensation-related or consulting services for Perrigo. In addition, management and the Committee periodically review compensation survey data published by Hewitt Associates, LLC and Mercer Human Resource Consulting.

Compensation Objectives

The principal objectives of our executive compensation program are to:

attract and retain highly qualified executives,

ensure a strong linkage between an executive's compensation and company and individual performance (pay-for-performance),

provide a pay package that is competitive with comparable companies, and

ensure officers and non-employee directors continually maintain a required level of stock ownership.

We believe that these objectives help us not only to compete for executive talent in a highly competitive industry, but also to maximize long-term returns to our shareholders.

Target Pay Philosophy

Our philosophy is to compensate our executives fairly within the prevailing competitive range of market practice and to tie a significant portion of the total compensation package to performance. Salary adjustments and incentive awards are based on Company and division financial performance and individual performance. We set other executive benefits and perquisites, which are limited in number, based on our desire to minimize the number of unique benefits for executives, consideration of market practices, recruiting needs and statutory requirements. Actual earned compensation may vary from targeted levels based on Company, division and individual performance.

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The Use of Market Comparison Data in our Executive Compensation Decisions

The Committee uses information provided by its consultant, Meridian, on the compensation practices of certain other companies as one of the factors in evaluating both the structure of our executive compensation program and target levels of compensation. Management also receives data periodically from Mercer and Hewitt regarding market base salary and annual and long-term incentive target levels for each officer position. The Committee considers this information, together with the factors described in the Target Pay Philosophy section above, in determining executive compensation.

As our product portfolio has grown to include more pharmaceutical products regulated by the U.S. Food and Drug Administration, the comparison group used by the Committee has increasingly focused on comparably sized generic pharmaceutical companies. For fiscal 2011, this comparison group consisted of the following eleven companies:

Alcon Laboratories, Inc.
Biovail Corporation
Endo Pharmaceuticals Holdings Inc.
King Pharmaceuticals
Mylan Inc.
Novartis Corporation *

Par Pharmaceutical Companies, Inc.
Sanofi Pasteur *
Takeda Pharmaceuticals *
Warner Chilcott Public Company Ltd.
Watson Pharmaceuticals, Inc.

* Represents a subsidiary company

This group is referred to as the Comparison Group and was selected by the Committee based on the recommendations of Meridian, the Committee's independent compensation consultants, and management. Meridian provides information on the pay practices of the Comparison Group to the extent that information is available.

In establishing compensation levels for the named executive officers, the Committee does not focus exclusively on market comparison data for positions with comparable responsibilities; rather, that data is one factor that the Committee uses when setting compensation levels for each element of our program (salary, annual cash incentive and equity-based compensation) and for the combined total of these elements. Although Perrigo does not specifically target a stated pay percentile objective, the Committee considers the 50th percentile of market data to be a valuable indication of what is competitive in the market.

In addition to market comparison data, other factors considered by the Committee when determining compensation include the individual's competencies, experience and performance; Company and division financial performance; and the aggregate cost to Perrigo. Ultimately, considering market comparison data in setting compensation levels is intended to ensure that our compensation practices are competitive in terms of attracting, rewarding and retaining executives.

Tally Sheets

To assist it in making compensation decisions, the Committee annually reviews compensation tally sheets that contain comprehensive historical, current and projected data on the total compensation and benefits package for each of our named executive officers. These tally sheets also include analyses for various termination events (including terminations with and without cause and terminations for death, disability, retirement or following a change of control) so that the Committee can consider and understand the nature and magnitude of potential payouts and obligations under the various circumstances. The tally sheets reviewed by the Committee, which are prepared by management and reviewed by the Committee's independent compensation consultant, generally contain data that are substantially similar to the data contained in the tables presented below.

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Elements of Compensation

We believe the objectives of our executive compensation program are collectively best achieved through a compensation package comprised of the following elements:

base salary;

annual cash incentive awards;

long-term stock-based compensation that includes:

- stock options,
- service-based restricted stock units, and
- performance-based restricted stock units; and

benefits.

In fiscal 2011, performance-based compensation, which includes annual cash incentive awards, stock options and performance-based restricted units, represented approximately 58% of our CEO's targeted annual compensation and between 45% and 52% of the remaining named executive officers' targeted annual compensation.

Meridian conducts an annual comparison of our executive compensation structure and practices to those of the Comparison Group. Based on its most recent review in 2011, Meridian concluded that the structure of Perrigo's compensation program is competitive with industry practices and consistent with the program objectives described above. After considering this advice, the Committee decided not to make any changes to the structure of our program.

A description of the primary role of each compensation element is described below, followed by a discussion of the individual elements of compensation for the named executive officers, including the CEO, during fiscal year 2011.

Base Salaries

Base salaries are a fixed pay element provided to recognize and reward an individual's position, competencies, experience and performance. Base salary is the only element of our executives' total cash and equity compensation that is not at risk based on the performance of our business or our stock. The Committee determines base salaries for the named executive officers other than the CEO. For the CEO, the Committee submits its recommendation regarding the CEO's base salary to the independent directors of the Board for their approval. Factors that the Committee may consider in determining an executive's salary include comparisons among positions internally and externally, performance, job experience and unique role responsibilities. To assist the Committee in this process, each year the CEO provides the Committee with salary recommendations for each of the other named executive officers as well as summaries of each of the other named executive officers' individual performance.

Executives are eligible for annual salary increases based on an evaluation of individual performance and the market level of pay for comparable positions at other companies in the Comparison Group. Executives are also eligible for salary adjustments for promotions or changes in job responsibilities.

Annual Incentive Award Opportunities

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The Management Incentive Bonus Plan (the MIB Plan), which is part of the Perrigo Company Annual Incentive Plan that our shareholders approved in 2008, is intended to motivate and reward participants for achieving and exceeding specific, annual financial goals that support our objective of increasing long-term

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shareholder value. Participants in the MIB Plan include the executive officers (including the named executive officers), other management level personnel and other selected individuals. Substantially all other employees participate in other annual incentive plans.

Near the beginning of each fiscal year, the Committee reviews and approves the performance target goals and payout schedules for the MIB Plan. These goals and individual bonus targets, which are stated as a percentage of salary, are then communicated to the participants. The payout schedules reflect a range of potential award opportunities that are set around the targets.

Following the end of the fiscal year, the Committee reviews Perrigo's actual results against the performance target goals to determine what level the Management Incentive Bonus (MIB) will be paid. The MIB Plan payout schedules provide for payouts at or above the bonus target only if performance results meet or exceed our performance goals, excluding any items and events that are non-operational in nature.

Although individual performance goals are not a formulaic input for determining the bonus opportunity, to ensure that awards reflect an executive's performance and contribution to our results, the Committee, or the independent directors in the case of the CEO, also has the discretion to adjust any named executive officer's actual award up by as much as 50% or down by as much as 100% based on individual performance, provided that, in the case of any upward adjustment, the maximum incentive award opportunity for any individual executive has been limited to 200% of the target award since fiscal 2009. Awards are paid in cash.

Reflecting our philosophy of pay-for-performance, actual incentive payouts may vary from target levels based on Perrigo, division and individual performance. For all participants in the MIB Plan, including the named executive officers, the MIB and any discretionary bonus payouts have together averaged about 127% of target (ranging from 0% to 214% of target) over the prior ten fiscal years and about 99% over the prior fifteen fiscal years. The expectation is that, over long periods of time, annual incentive payouts should average around the target level.

The fiscal 2011 target annual incentive award opportunities, as a percentage of fiscal-year-end base salary, were 100% for the CEO and 60% for the other named executive officers. The range of award opportunities is listed in the Grants of Plan-Based Awards for Fiscal Year 2011 table on page 31.

The fiscal 2011 MIB targets and payouts for our international participants, including Mr. Lebel, are denominated in local currencies.

Near the beginning of fiscal 2011, the Committee approved a matrix of target award opportunities for the MIB Plan that corresponded to various levels of actual net income performance as a percentage of the net income goals. Under the MIB Plan as approved by the Committee, the maximum pool of funds available for all fiscal 2011 awards under the MIB Plan is capped at 200% of the aggregate target award for all participants and, since fiscal year 2009, the maximum incentive award opportunity for any individual participant in the MIB Plan is limited to 200% of the target award.

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The following chart shows the formula for overall MIB funding for fiscal year 2011:

Performance Level	Funding Level
Below 80% of performance target	No funding
At 80% of performance target	50% funding of target awards (threshold)
Between 80% and 100% of performance target	50% funding of target awards plus an additional 2.5% of funding for every 1% (or fraction thereof) above the performance target
At 100% of performance target	100% funding of target awards (target)
Between 100% and 120% of performance target	100% funding of target awards plus an additional 5% of funding for every 1% (or fraction thereof) above the performance target (to a maximum of 200%)
At or above 120% of performance target	200% funding of target awards (maximum)

(For example, if the performance level were 81.5% of the performance target, then the funding level would be 53.75%)

The MIB net income target for all participants in the MIB Plan for fiscal 2011 was \$302.5 million. This target represented a 15.5% growth in MIB net income over the prior fiscal year's MIB net income. In addition, the MIB Plan for fiscal 2011 required MIB net income of at least \$242 million in order for participants to receive any payment under the plan in fiscal 2011.

Perrigo's actual MIB net income performance for fiscal 2011, as calculated under the MIB Plan, was \$343.5 million. This \$343.5 million consisted of \$339 million of net income as reported in our financial statements, plus \$4.3 million of net, non-operational adjustments reviewed and approved by the Committee. These adjustments included charges related to acquisitions not included in Perrigo's original plan for fiscal year 2011, restructuring charges, and other expenses.

The fiscal 2011 MIB net income performance represented a 31% increase in MIB net income from the prior year's MIB net income and approximately 112% of the MIB net income target. Based on the payout matrix for the 2011 MIB Plan, the pool of funds available for all fiscal 2011 awards under the MIB Plan was 167.8% of the target award.

The pool of available funds was then allocated among seven business units, including Corporate, using a mathematical formula based on the relative performance of each business unit. This allocation determined the actual pay-out for members of each respective business unit, which ranged from a low of 114.4% to a high of 200%.

Since fiscal 2010, the Committee has approved the following performance measurements to determine how the pool of available MIB funds would be allocated among the various business units, including Corporate:

MIB net income and working capital turnover at the Corporate level, which applied to each named executive officer; and

operating income and working capital turnover at the business unit/division level.

Working capital turnover measures Perrigo's ability to convert the operating income required to support customers into cash over a period of time, with a higher working capital turnover rate corresponding to higher cash flow from operations. Since fiscal 2010, 86% of the Corporate metric has been based on MIB net income performance, while 14% has been based on working capital turnover.

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The MIB net income and working capital turnover targets for participants in the Corporate MIB Plan for fiscal year 2011 were \$302.5 million and 5.26 turns, respectively. In addition, the Corporate MIB Plan for fiscal 2011 required MIB net income and working capital turnover of at least \$242 million and at least 4.21 turns in order for participants to receive any payouts relative to those components under that Plan in fiscal 2011.

Perrigo's actual MIB net income and working capital turnover performance for fiscal 2011, as calculated under the Corporate MIB Plan, were \$343.5 million and 5.03 turns, respectively. The fiscal 2011 MIB net income and working capital turnover performance represented approximately 112% of the MIB net income target and 96% of the working capital turnover target. Based on the payout matrix for the 2011 Corporate MIB Plan and the weighting between the MIB net income and working capital turnover components, the bonus payouts under the 2011 Corporate MIB Plan, which included each named executive officer, were 189.9% of the bonus target.

While the 189.9% payout was based on the payout matrix for the 2011 Corporate MIB Plan, we believe this payout level is also supported by and consistent with other aspects of Perrigo's fiscal 2011 financial performance, including record sales, gross profit, cash flow from operations and earnings per share. All of these factors contributed to Perrigo's strong performance in fiscal 2011.

In assessing individual performance in fiscal 2011 for purposes of determining whether adjustments should be made to the MIB payouts, the Committee focused on the personal efforts of participants to help Perrigo meet its financial, strategic and other goals. The CEO provided substantial input to the Committee regarding the personal performance of the other named executive officers in this respect and, in the case of the CEO, the Committee submits its recommendation to the independent directors for their approval. The independent directors in the case of the CEO, and the Committee in the case of the other named executive officers, have the ability to adjust individual MIB payouts based on personal performance. After individual adjustments based on this assessment, actual MIB payouts to the named executive officers for fiscal 2011 ranged from 85% to 105% of the amount determined by the MIB funding formula described above. The actual bonuses awarded to the named executive officers are listed under Non-Equity Incentive Plan Compensation in the Summary Compensation Table on page 29.

Stock-Based Compensation

Long-term stock-based compensation, which is awarded under our shareholder-approved 2008 Long-Term Incentive Plan (the "LTIP"), is intended to motivate and reward executives for creating shareholder value as reflected in the market price of Perrigo's common stock. Awards under the LTIP may be in the form of stock options, stock appreciation rights or stock awards, including restricted shares or stock units, performance shares or stock units, and other stock unit awards. We provide long-term incentive opportunities solely through stock-based awards to the executive officers, management and other key employees. In fiscal 2011, approximately 380 employees received stock-based compensation.

As a variable component of compensation, the amount realized from stock-based compensation will vary based on the market price of Perrigo's common stock. In addition, for performance-based restricted stock units, shares are only earned if specified financial goals are achieved.

The Committee sets stock-based grant levels based on consideration of an executive's position and performance, a review of market competitive practices (using the median as a guide) and the aggregate cost impact. Grants to named executive officers are subject to the approval of the Committee and, in the case of the CEO, the independent directors of the Board.

Since fiscal 2007, the long-term stock-based compensation for our executives has consisted of a mix of three types of stock-based awards: stock options, service-based restricted stock units and performance-based restricted stock units. In developing this grant mix in 2007, the Committee considered the Company's compensation philosophy and ongoing business strategy, reviewed market practices and alternative award types,

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and considered the overall cost impact to Perrigo of its various award types. In each subsequent year, the Committee has concluded that the current mix continues to support the key objectives of the Company's long-term incentive program and the pay-for-performance philosophy. Consistent with our long-standing emphasis on performance-based compensation, the majority of the award opportunity is provided through performance-based awards in the form of stock options and performance-based restricted stock units. This provides a more balanced mix among the three award types while maintaining the emphasis on performance-based awards. A portion of the long-term incentive opportunity is granted in service-based restricted stock units in order to facilitate retention.

Since fiscal 2009, stock options vest approximately 33% per year beginning one year after grant, such that they will fully vest after three years. In the past, stock options fully vested after five years.

A description of each award type and the weighting of the total award opportunity (percent of the total targeted value) for fiscal 2011 are presented below.

Stock options (40% weighting):

- Vest 33% per year beginning one year after grant (fully vest after three years).
- Have a 10-year term, after which the options expire.
- Exercise price equals the last reported sale price of Perrigo's common stock on the grant date.
- The ultimate value of the stock options that will be realized, if any, is not determinable until they are exercised. Stock options will have value only to the extent that the stock price increases above the option's exercise price.

Service-based restricted stock units (30% weighting):

- Vest 100% three years after grant.
- Accrued dividends will be paid in cash at the end of the restriction period.

Performance-based restricted stock units (30% weighting):

- Vesting dependent on the Company's performance over a three-year period (fiscal 2011 to 2013).
- Shares can be earned based on the three-year average return on invested capital (ROIC) growth (average of three discrete one-year ROIC goals, which are set based on the annual financial plan). The target goals are set at challenging levels requiring execution of each year's financial plan.
- Earned awards, if any, can range from 0% to 200% of the target number of shares granted.

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At middle management levels, the fiscal 2011 award opportunity consisted solely of service-based restricted stock units. We believe this ensures the award has the strongest retention value relative to the cost to Perrigo, since service-based restricted stock is generally assigned the greatest value by recipients.

Performance-based restricted stock units are earned and vest, if at all, three years from the grant date depending on the Company's performance over the respective three-year performance period. Since fiscal 2008, the Committee has approved using ROIC as the performance measure for performance-based restricted stock units. ROIC measures our ability to generate profits from the effective use of all capital invested in the business and is calculated by dividing Perrigo's after tax operating profits by its net operating assets and liabilities. The ROIC target used for performance-based restricted stock units granted in fiscal 2011 was 38.3%. Our fiscal 2011 ROIC performance of 39.4% resulted in an actual vesting credit of 119%, which will be relevant for any three-year performance period that includes fiscal 2011. Information regarding the 2009 grant, which vested subsequent to the end of fiscal 2011, is included in footnote 5 to the Outstanding Equity Awards at Fiscal Year End 2011 table on page 32.

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With respect to the performance-based restricted stock units granted in fiscal year 2008 that vested in fiscal 2011, the vesting credit for the fiscal 2010 portion of the 2008 grant was 200% based on Perrigo's fiscal 2010 financial performance. Given the 200% and 157% vesting credits for fiscal years 2008 and 2009, respectively, the full three-year vesting credit was 185.6% for the performance-based restricted stock units granted in fiscal 2008. These results are summarized in the chart below:

2008 Performance Share Awards

(Based on Company ROIC performance in fiscal years 2008, 2009 and 2010

and vested in fiscal year 2011)

	FY 2008	FY 2009	FY 2010
Maximum Performance (200% Payout)	22.5% ROIC	32.4% ROIC	34.4% ROIC
Target Performance (100% Payout)	18.0% ROIC	27.0% ROIC	28.7% ROIC
Threshold Performance (50% Payout)	13.5% ROIC	21.6% ROIC	23.0% ROIC
Actual Performance	23.1% ROIC	30.1% ROIC	38.5% ROIC
Percent Payout	200%	157%	200%

Full 3-year vesting = 185.6%

The actual number of restricted stock units in which each of the named executive officers vested in fiscal 2011 is listed under Number of Shares Acquired on Vesting in the Option Exercises and Stock Vested in Fiscal Year 2011 table on page 33.

The accounting cost of the stock-based awards is determined at the date of grant and accrued over the vesting service period. The ultimate expense for the performance-based restricted stock units is based on the number of shares earned.

The grant date fair value, as calculated under the applicable accounting standard (FASB ASC Topic 718), for the fiscal 2011 stock-based grants is presented in the Grants of Plan-Based Awards for Fiscal Year 2011 table on page 31.

Stock options and performance-based restricted stock are designed to be deductible by Perrigo for federal income tax purposes under Section 162(m) of the Internal Revenue Code (the Code). Accordingly, when executives exercise stock options or receive shares in payment for earned performance-based restricted stock units, they are taxed at ordinary income rates (subject to withholding), and Perrigo receives a corresponding tax deduction. The compensation expense associated with service-based restricted stock awards may not be tax deductible by Perrigo for federal income tax purposes under Section 162(m).

Since fiscal 2010, our grant documents have included a claw-back provision that allows Perrigo to recover incentive compensation paid to an executive based on Perrigo's financial results if the results are later restated due to the individual's misconduct, including without limitation fraud or knowing illegal conduct. In addition to aligning the language in the long-term incentive grants to the language previously included in the MIB documents, the Board believes that this change is consistent with market practices.

Annual Grant Timing

While the independent directors approve all regular, annual stock-based awards for the CEO, the Committee approves all stock-based awards for the other named executive officers, as well as the maximum potential total grants for other employee levels, during its regularly scheduled August meeting. All regular annual stock-based awards are granted on, and priced at the last reported sale price of Perrigo's stock on, the fifth trading day after the day on which Perrigo publicly releases its year-end earnings for the fiscal year.

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Stock-based awards may be granted during the year to new hires or to existing non-executive employees under special circumstances (promotions, retention or performance) with the approval of the CEO. Stock-based awards may also be granted during the year to the executive officers other than the CEO with the approval of the Committee and to the CEO with the approval of the independent directors as permitted under our 2008 Long Term Incentive Plan that was approved by our shareholders in November 2008. Such awards are priced at the closing price of Perrigo's stock on the day the awards are granted.

Executive Stock Ownership Guidelines

Consistent with our compensation philosophy of tying a significant portion of the total compensation to performance, our executive compensation program facilitates and encourages long-term ownership of Perrigo stock. Our stock ownership guidelines reinforce that philosophy by requiring executive officers to maintain specific levels of stock ownership.

Each executive officer is required to attain certain target levels of stock ownership. These ownership guidelines are expressed in terms of a multiple of base salary as follows:

Chief Executive Officer: 5 times base salary

Executive Vice President: 3 times base salary

Senior Vice President: 2 times base salary

Stock ownership includes (i) shares purchased on the open market, (ii) shares owned jointly with a spouse and/or children, (iii) shares acquired through the exercise of stock options or vesting of restricted shares or restricted stock units, (iv) shares held through the Perrigo Company Profit-Sharing and Investment Plan, (v) unvested but earned performance-based restricted stock shares or units that have not been forfeited, and (vi) unvested restricted shares or restricted stock units that have not been forfeited.

In addition, until each executive officer attains the applicable target stock ownership level, he or she is required to retain a stated percentage of shares received through our incentive plans, including shares obtained through the exercise of stock options, vesting of restricted shares, payout of performance shares and any other vehicle through which the individual acquires shares. In particular, prior to obtaining the target ownership level, the executive officers are restricted from selling more than 50% of net shares obtained through our compensation programs. The only exceptions are if the participant tenders shares to pay taxes or, in the case of stock options, to pay the exercise price of the options. In these cases, however, the participants must still adhere to the retention requirements with respect to the remaining shares.

As of the end of fiscal 2011, our executive officers, including our named executive officers, were in compliance with these guidelines.

Compensation Risk Assessment

At the Committee's request, Meridian, the Committee's independent consultant, conducted an assessment of the Company's compensation policies and practices in fiscal 2011 to determine whether any practices might encourage excessive risk taking on the part of executives. This assessment included a review of the Company's pay philosophy, competitive position, annual incentive arrangements (including broad-based incentive plans) and long-term incentive arrangements (including stock option, restricted stock unit and performance share unit design) as well as potential mitigating factors such as stock ownership requirements and recoupment policies.

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After considering the assessment of the Company's compensation program by Meridian, the Committee concluded that our compensation programs are designed and administered with the appropriate balance of risk and reward in relation to our overall business strategy and are not designed in such a way to encourage executives and employees to take unnecessary risks that would be reasonably likely to have a material adverse effect on the Company. Factors that led to this conclusion include:

Our overall compensation levels are generally within a competitive range of market.

Our compensation mix, which is described in detail above, is balanced among (i) fixed components like salary and benefits, (ii) annual incentives that are based on total Company financial performance, business unit financial performance, operational measures and individual performance, and (iii) for management level personnel, equity awards comprised of stock options, performance share units and time-based restricted stock units. The Committee believes our compensation mix provides a balanced focus on achieving both short-term financial results and long-term value creation.

Through equity-based awards, a significant percentage of our management's incentive compensation is based on the long-term performance of the total Company, which acts to mitigate any incentive to pursue strategies that might maximize the performance of a single operating division to the detriment of our Company as a whole.

We have the right to recover incentive compensation previously paid to an executive based on our financial results if the results are later restated because of the individual's misconduct, including without limitation fraud or knowing illegal conduct.

Our incentive award program avoids steep payout cliffs at certain performance levels that may encourage short-term business decisions to meet payout thresholds.

Maximum payouts under both the MIB Plan and the LTIP are capped at 200% of the target amount, which mitigates excessive risk-taking since the amount that can be earned in any given performance period is capped.

Our senior executives are subject to stock ownership guidelines that incentivize them to consider the long-term interest of Perrigo and our shareholders and discourage excessive risk-taking that could negatively impact our stock price.

Our Board of Directors and the Committee annually review and approve incentive plan targets that they believe are attainable without the need to take inappropriate risk, and they retain a large amount of discretion to adjust compensation for Company, division and individual performance as well as other factors.

Based on the foregoing, the Committee determined that any risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

Benefits and Perquisites

Retirement Benefits

We offer retirement benefit plans to provide financial security and to facilitate employees' saving for their retirement. We make annual contributions under our Profit Sharing Plan for employees, including the executive officers. We also make matching contributions up to the limits as defined in the applicable regulations under our 401(k) Plan to certain of our employees, including the executive officers.

Executive Perquisites

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We provide a limited number of perquisites to our named executive officers. For our U.S. named executive officers, benefits and perquisites may include supplemental long-term disability insurance premiums, executive physical exams, limited spousal travel and financial counseling/tax advice. For our named executive officer in

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Israel, we provide certain additional benefits and perquisites to match common practices in Israel and to comply with statutory requirements, including a car allowance, education fund, manager's insurance and severance benefits.

Non-Qualified Deferred Compensation Plan

We maintain a Non-Qualified Deferred Compensation Plan that allows certain executives, including the named executive officers, to voluntarily elect to defer base salary and earned annual incentive awards. Under that plan, we provide annual profit-sharing contributions and matching contributions that cannot be provided under Perrigo's Profit-Sharing and Investment Plan (the Tax-Qualified Plan) because of the limitations of Sections 415 and 401(a)(17) of the Code. Code Section 415 limits the total annual additions to a participant's account under the Tax-Qualified Plan to a specified dollar amount, currently \$49,000 (\$54,000 for certain participants who are at least age 50). Code Section 401(a)(17) limits total compensation that can be considered under the Tax-Qualified Plan. This limit is currently \$245,000. Due to these limits, certain Perrigo employees would not receive profit-sharing contributions and matching contributions under the Tax-Qualified Plan on their full compensation. Instead, we provide affected employees, including the named executive officers, with the profit-sharing contributions and matching contributions under the Non-Qualified Deferred Compensation Plan that they would have been eligible for under the Tax-Qualified Plan in 2009 but for the limitations under the Code.

Employment Agreements (Severance Benefits)

Typically we do not enter into employment agreements with our executives. However, in order to recruit our CEO during fiscal 2007 and to consummate the acquisition of Agis in fiscal 2005, we entered into employment agreements with our CEO and our Israeli named executive officer. The agreements specify certain minimum pay levels, stock-based grants and severance benefits. If these officers were involuntarily terminated by Perrigo without cause or for good reason (as defined in the agreements), they would receive cash severance benefits, benefit continuation and continued vesting of certain stock-based awards. The circumstances under which severance benefits are triggered and the resulting payouts were set to recruit these officers and were generally consistent with market practices. There are no additional enhancements for a termination of employment following a change of control.

The key payment terms in the CEO's agreement are summarized below. The other current agreement is discussed following the Summary Compensation Table beginning on page 35. Post-employment payments under employment agreements are presented in the section entitled Potential Payments Upon Termination or Change in Control beginning on page 34.

We do not have a formal severance, benefit continuation or change of control plan for the other named executive officers.

Compensation for the CEO

In order to recruit Mr. Papa to Perrigo, the Board of Directors felt it appropriate for us to enter into an employment agreement specifying certain compensation levels. This agreement became effective on October 9, 2006 (the Effective Date).

The initial annual compensation package was determined based on consideration of market practices and the executive's experience. In addition, Mr. Papa received one-time equity grants upon his hire. Consistent with our emphasis on performance-based pay, the majority of Mr. Papa's annual compensation is stock-based with the ultimate value realized based on Perrigo's stock price performance. In accordance with his employment agreement, Mr. Papa's compensation currently includes: a base salary; participation in the MIB Plan; annual grants of stock options, service-based restricted units and performance-based restricted stock units; and participation in Perrigo's other employee benefit plans.

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Additional key elements of Mr. Papa's employment agreement are detailed below.

Mr. Papa serves on the Board of Directors pursuant to the terms of his agreement.

The initial term of this agreement commenced on the Effective Date and expires on the second anniversary of the Effective Date. Thereafter, the term is automatically extended for additional 12-month periods unless either Perrigo or Mr. Papa provides written notice of non-renewal to the other party at least 120 days before the last day of the then-current term.

Mr. Papa agrees that he will not, at any time during or after his employment with Perrigo, disclose any confidential information that he obtained during his employment. In addition, he agrees that for a period of two years following the date of the termination of his employment for any reason he will not compete (as defined in the agreement) with us. Furthermore, for a period of one year following the date of the termination of his employment for any reason, Mr. Papa agrees not to solicit for employment anyone who was an employee of Perrigo or its affiliates during the term of the agreement.

Further details regarding potential payments under this agreement upon a termination of employment are presented in the section entitled Potential Payments Upon Termination or Change in Control beginning on page 34.

Deductibility of Compensation

Code Section 162(m) limits the deductibility by Perrigo of compensation in excess of \$1 million paid to each of the CEO and the next three most highly paid officers (excluding the Chief Financial Officer). Certain performance-based compensation is not included in compensation counted for purposes of the limit. The Committee attempts to establish and maintain a compensation program that will optimize the deductibility of compensation. The Committee, however, reserves the right to use its judgment to authorize compensation that may not be fully deductible where merited by the need to respond to changing business conditions or an executive officer's individual performance.

Table of Contents**Summary Compensation Table for Fiscal Year 2011**

The following table summarizes the compensation of Joseph C. Papa, our President and CEO, Judy L. Brown, our Executive Vice President and Chief Financial Officer, and the next three most highly compensated executive officers of Perrigo serving at the end of fiscal year 2011. These individuals are sometimes referred to as the named executive officers.

Name and Principal Position	Fiscal Year	Salary (\$)	Stock Awards (\$)⁽²⁾	Option Awards (\$)⁽³⁾	Non-Equity Incentive Plan Compensation (\$)⁽⁴⁾	All Other Compensation (\$)⁽⁵⁾	Total (\$)
Joseph C. Papa Chairman, President, Chief Executive Officer	2011	962,500	1,770,011	718,846	1,899,000	299,349	5,649,706
	2010	918,750	1,589,994	714,471	1,837,500	203,968	5,264,683
	2009	875,000	1,380,010	633,861	904,875	184,569	3,978,315
Judy L. Brown Executive Vice President, Chief Financial Officer	2011	448,750	585,024	237,584	518,427	110,041	1,899,826
	2010	421,250	465,028	208,946	505,500	89,146	1,689,870
	2009	385,000	414,569	190,432	251,328	66,674	1,308,003
John T. Hendrickson Executive Vice President, Global Operations and Supply Chain	2011	425,787	293,982	119,409	514,800	105,951	1,459,929
	2010	413,612	239,999	107,841	496,334	79,712	1,337,498
	2009	402,500	217,179	99,760	250,677	68,743	1,038,859
Todd W. Kingma Executive Vice President, General Counsel and Secretary	2011	425,787	483,030	196,166	514,800	94,756	1,714,539
	2010	413,612	416,992	187,386	496,334	69,359	1,583,683
	2009	402,000	401,377	184,368	262,426	64,000	1,314,171
Refael Lebel Executive Vice President, President, Perrigo Israel ⁽¹⁾	2011	512,621	245,985	99,906	496,422	180,137	1,535,071
	2010	457,177	246,011	110,544	548,612	169,991	1,532,335
	2009	449,023	246,003	112,987	237,084	122,965	1,168,062

- 1) Mr. Lebel is compensated in Israeli Shekels. The 2011, 2010, and 2009 amounts included in this table for Mr. Lebel have been translated from Israeli Shekels to U.S. dollars at the fiscal-year-end exchange rate of \$3.438, \$3.784 and \$3.81, respectively.
- 2) Represents the full grant date fair value of stock awards granted in the years shown, calculated in accordance with ASC Topic 718. Stock awards include service-based restricted stock units and performance-based restricted stock units. For the performance-based stock awards, the amounts reported were valued using the closing market price of our common stock on the date of grant assuming payout at target performance of 100%. These values were as follows: Mr. Papa, \$885,006; Ms. Brown, \$292,512; Mr. Hendrickson, \$146,991; Mr. Kingma, \$241,515; and Mr. Lebel, \$122,993. The 100% target performance is based on the probable outcome of the relevant performance conditions as of the grant date. See the Grants of Plan-Based Awards for Fiscal Year 2011 Table for additional information regarding the full grant date fair value for all stock awards. Assuming payout at maximum performance of 200%, the full grant date fair value of performance-based stock awarded in fiscal 2011 would have been: Mr. Papa, \$1,770,011; Ms. Brown, \$585,024; Mr. Hendrickson, \$293,982; Mr. Kingma, \$483,030; and Mr. Lebel, \$245,985.
- 3) Represents the full grant date fair value of stock options granted in the fiscal years shown, calculated in accordance with ASC Topic 718. Stock options were valued using the Black-Scholes model. Additional weighted average valuation assumptions related to option awards are included in Note 12 of the audited financial statements included in our Annual Reports on Form 10-K for the fiscal years ended June 27, 2009, June 26, 2010 and June 25, 2011. See the Grants of Plan-Based Awards for Fiscal Year 2011 table for additional information regarding these awards.
- 4) The compensation amounts set forth in the Non-Equity Incentive Plan Compensation column represent the Management Incentive Bonus earned for the relevant fiscal year as described in the Compensation Discussion and Analysis section entitled Elements of Compensation Annual Incentive Award Opportunities.

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- 5) The following table describes the compensation amounts set forth in the All Other Compensation column of the Summary Compensation Table for fiscal 2011:

Name	Perquisites and Other Personal Benefits (\$) ⁽¹⁾	Registrant Contributions to Defined Contribution Plans (\$) ⁽²⁾	Registrant Contributions to Non-Qualified Plans (\$) ⁽³⁾	Insurance Premiums (\$) ⁽³⁾	Total (\$)
Joseph C. Papa	33,305	23,253	240,127	2,664	299,349
Judy L. Brown	19,087	23,230	66,130	1,594	110,041
John T. Hendrickson	17,871	22,910	63,657	1,513	105,951
Todd W. Kingma	6,676	22,910	63,657	1,513	94,756
Refael Lebel	73,424	106,713			180,137

- 1) Represents for Ms. Brown and Messrs. Papa, Hendrickson and Kingma some or all of the following perquisites: supplemental long-term disability, allowance for tax/financial planning services, personal travel and executive physical allowance. Represents for Mr. Lebel an automobile allowance of \$28,447, social security reimbursement of \$17,584, supplemental education fund contribution and other perquisites.

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- 2) Represents for Ms. Brown and Messrs. Papa, Hendrickson and Kingma Perrigo's contributions to 401(k) and Profit Sharing Plans. Represents for Mr. Lebel Perrigo's contributions to savings plans generally provided to employees in Israel, including education fund and manager's insurance.
- 3) Represents life insurance premiums paid by the Company.

Employment Agreement with Executive Vice President & President, Perrigo Israel

On November 14, 2004, we entered into an Employment Agreement with our Executive Vice President & President, Perrigo Israel, Refael Lebel. This agreement became effective upon the completion of our merger with Agis on March 17, 2005 and replaced Mr. Lebel's prior employment agreement with Agis.

The Employment Agreement was further amended on May 1, 2008. Pursuant to the terms of that Amendment, Mr. Lebel will continue to serve as Executive Vice President of Perrigo Company; President, Perrigo Israel and as a member of Perrigo's executive committee. Mr. Lebel's primary duties will include daily leadership and coordination of the overall operation of the following businesses: 1) generic pharmaceuticals outside North America, 2) global API, 3) Israel-based Pharmaceuticals and Diagnostics, and 4) Israel-based pharmaceuticals operations, including monitoring achievement of operational and financial results and developing growth strategies to achieve ongoing objectives. While the Amendment extended the term of the Employment Agreement until March 17, 2011, the Agreement automatically renewed on that date since neither party submitted a timely notice of non-renewal, such that the term of the Agreement has been extended until March 17, 2013.

Pursuant to the Agreement as amended, Mr. Lebel received an initial annual base salary of 1,670,000 Israeli Shekels (approximately \$438,000), subject to annual reviews for increases commencing on or around October 2008. He also has the opportunity to earn a target management incentive bonus of up to 60% of his annual salary and to participate in the LTIP. Mr. Lebel also receives various payments required under Israeli law, such as manager's insurance, disability insurance and recreation funds as well as various perquisites customary in Israel, such as education funds, car allowance and other similar perquisites.

In conjunction with the May 2008 amendment, Mr. Lebel executed a Noncompetition and Nondisclosure Agreement, which restricts his ability to compete with Perrigo during the term of his Employment Agreement and for one year following the termination of his employment or, if Perrigo provides timely notice of non-renewal of his employment, through his last day of employment. This agreement also provides that Mr. Lebel will not during or at any time after his employment use, divulge, or convey secret or confidential information.

Further details regarding potential payments under this agreement upon a termination of employment are presented in the table on Potential Payments Upon Termination or Change in Control on page 34.

Table of Contents**Grants of Plan-Based Awards for Fiscal Year 2011**

The following table provides information regarding equity and non-equity awards granted to the named executive officers during fiscal year 2011.

Name	Grant Date ⁽¹⁾	Award Date ⁽²⁾	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ⁽³⁾			Estimated Possible Payouts Under Equity Incentive Plans ⁽⁴⁾			All Other Stock Awards ⁽⁵⁾	All Other Option Awards: Number of Securities Underlying Options ⁽⁶⁾	Exercise or Base Price of Option Awards ⁽⁷⁾	Grant Date Fair Value of Stock and Option Awards ⁽⁷⁾
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Joseph C. Papa	8/11/2010		481,250	962,500	1,925,000							
	8/19/2010	8/11/2010				15,046	30,092					885,006
	8/19/2010	8/11/2010						15,046				885,006
	8/19/2010	8/11/2010							39,034	58.82		718,846
Judy L. Brown	8/10/2010		134,625	269,250	538,500							
	8/19/2010	8/10/2010				4,973	9,946					292,512
	8/19/2010	8/10/2010						4,973				292,512
	8/19/2010	8/10/2010							12,901	58.82		237,584
John T. Hendrickson	8/10/2010		127,736	255,472	510,944							
	8/19/2010	8/10/2010				2,499	4,998					146,991
	8/19/2010	8/10/2010						2,499				146,991
	8/19/2010	8/10/2010							6,484	58.82		119,409
Todd W. Kingma	8/10/2010		127,736	255,472	510,944							
	8/19/2010	8/10/2010				4,106	8,212					241,515
	8/19/2010	8/10/2010						4,106				241,515
	8/19/2010	8/10/2010							10,652	58.82		196,166
Refael Lebel	8/10/2010		153,786	307,573	615,145							
	8/19/2010	8/10/2010				2,091	4,182					122,993
	8/19/2010	8/10/2010						2,091				122,993
	8/19/2010	8/10/2010							5,425	58.82		99,906

1) Actual date of grant.

2) Date on which the Compensation Committee or, in the case of Mr. Papa, the Board approved the award.

3) These columns show the dollar range of payout targets for fiscal 2011 performance under the Management Incentive Bonus Plan as described in the section titled Elements of Compensation – Annual Incentive Award Opportunities in the Compensation Discussion and Analysis. The target values are based on a percentage of each executive's salary. Beginning in fiscal year 2009, the maximum incentive award opportunity for any individual participant was 200% of the target award. In addition, the Compensation Committee, or the Board in the case of the CEO, had the discretion to adjust any named executive officer's award up by as much as 50% or down by as much as 100% based on individual performance. The actual payments for fiscal 2011 non-equity incentive awards were made in August 2011 and are shown in the Summary Compensation Table in the column titled Non-Equity Incentive Plan Compensation.

4) These columns show the range of performance-based restricted stock units that were granted in fiscal 2011 and that could be earned in fiscal 2013 under the LTIP, depending on whether specific financial goals are achieved in each of the three applicable performance years, as described in the section titled

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Elements of Compensation – Stock-Based Compensation in the Compensation Discussion and Analysis. Earned awards, if any, can range from 0% to 200% of the target grant. The ASC Topic 718 value of the fiscal 2011 performance-based restricted stock units granted on August 19, 2010 was \$58.82 per share. These awards, to the extent earned, vest three years from the grant date.

- 5) This column shows the service-based restricted stock units granted during fiscal 2011 under the LTIP as described in the section titled Elements of Compensation – Stock-Based Compensation in the Compensation Discussion and Analysis. The ASC Topic 718 value of the fiscal 2011 service-based restricted stock units granted on August 19, 2010 was \$58.82 per share. These awards vest three years from the grant date.
- 6) This column shows the stock options granted during fiscal 2011 under the LTIP as described in the section titled Elements of Compensation – Stock-Based Compensation in the Compensation Discussion and Analysis. The ASC Topic 718 value of the fiscal 2011 stock options granted on August 19, 2010 is \$18.42 per share. These options vest over three years.
- 7) Amounts are computed in accordance with ASC Topic 718 and are included in the Summary Compensation Table in the applicable columns titled – Stock Awards and – Option Awards. For performance-based restricted stock units, the amounts disclosed are computed based on a target performance of 100%, which is the probable outcome of the relevant performance conditions as of the grant date.

Table of Contents**Outstanding Equity Awards at Fiscal Year End 2011**

The following table sets forth information detailing the outstanding equity awards held by each of our named executive officers at June 25, 2011.

Name	Option / Stock Award Grant Date ⁽¹⁾	Option Awards				Stock Awards			Equity Incentive Plan Awards: Market Payout Value of Unearned Units That Have Not Vested ⁽⁴⁾
		Number of Securities Underlying Unexercised Options (#) Exercisable ⁽³⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽²⁾	Option Exercise Price (\$)	Option Expiration Date	Number of Units of Stock That Have Not Vested ⁽³⁾	Market Value of Units of Stock That Have Not Vested ⁽⁴⁾	Equity Incentive Plan Awards: Number of Units That Have Not Vested ⁽⁵⁾	
Joseph C. Papa	10/9/2006		17,042	17.29	10/9/2016				
	8/30/2007	35,589	41,612	20.50	8/30/2017				
	8/25/2008	40,351	20,175	35.85	8/24/2018	19,247	1,652,547	29,255	2,511,834
	8/25/2009	23,794	47,586	30.06	8/24/2019	26,447	2,270,739	35,214	3,023,474
	8/19/2010		39,034	58.82	8/18/2020	15,046	1,291,850	15,046	1,291,850
Judy L. Brown	8/16/2006		5,163	15.47	8/16/2016				
	8/30/2007		10,714	20.50	8/30/2017				
	8/25/2008		6,061	35.85	8/24/2018	5,782	496,443	8,789	754,624
	8/25/2009		13,916	30.06	8/24/2019	7,735	664,127	10,288	883,328
	8/19/2010		12,901	58.82	8/18/2020	4,973	426,982	4,973	426,982
John T. Hendrickson	8/16/2006		5,480	15.47	8/16/2016				
	8/30/2007		7,178	20.50	8/30/2017				
	8/25/2008		3,175	35.85	8/24/2018	3,029	260,070	4,604	395,299
	8/25/2009		7,182	30.06	8/24/2019	3,992	342,753	5,309	455,831
	8/19/2010		6,484	58.82	8/18/2020	2,499	214,564	2,499	214,564
Todd W. Kingma	8/16/2006		4,497	15.47	8/16/2016				
	8/30/2007		11,130	20.50	8/30/2017				
	8/25/2008	11,737	5,868	35.85	8/24/2018	5,598	480,644	8,509	730,583
	8/25/2009	241	12,480	30.06	8/24/2019	6,936	595,525	9,225	792,059
	8/19/2010		10,652	58.82	8/18/2020	4,106	352,541	4,106	352,541
Refael Lebel	8/16/2006		4,000	15.47	8/16/2016				
	8/30/2007		8,322	20.50	8/30/2017				
	8/25/2008		3,596	35.85	8/24/2018	3,431	294,586	5,215	447,760
	8/25/2009	3,682	7,362	30.06	8/24/2019	4,092	351,339	5,442	467,250
	8/19/2010		5,425	58.82	8/18/2020	2,091	179,533	2,091	179,533

1) For better understanding of this table, this column has been added to show the grant date of all stock options and equity awards outstanding at fiscal year end.

2) Prior to fiscal year 2009, all stock option awards vested one-fifth per year over five years beginning on the anniversary of the grant. Beginning in fiscal year 2009, all stock option awards vest one-third per year over three years beginning on the anniversary of the grant.

3) Service-based restricted stock units fully vest three years from the grant date.

4) The market value of these unvested awards was calculated using the closing price of our common stock as of June 24, 2011, which was \$85.86 a share.

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- 5) Performance-based restricted stock units are earned and vest, if at all, three years from the grant date, depending on our performance over a three-year period as more fully described in the section entitled "Stock-Based Compensation" in the Compensation Discussion and Analysis. As of June 25, 2011, the number of unearned units for the fiscal 2009 grant, granted on August 25, 2008, was calculated using vesting credits of 157% and 200% for fiscal years 2009 and 2010, respectively, based on our actual performance, and a targeted vesting credit of 100% for fiscal 2011. The number of unearned units for the fiscal 2010 grant, granted on August 25, 2009, was calculated using a vesting credit of 200% for fiscal 2010 based on our actual performance and a targeted vesting credit of 100% for both fiscal 2011 and 2012. The number of unearned units for the fiscal 2011 grant, granted on August 19, 2010, was calculated using a targeted vesting credit of 100% for fiscal years 2011, 2012 and 2013.

Subsequent to year-end, the fiscal 2009 grant vested on August 25, 2011 and the actual number of performance-based restricted stock units earned were: Mr. Papa: 30,603; Ms. Brown: 9,193; Mr. Hendrickson: 4,816; Mr. Kingma: 8,901; and Mr Lebel: 5,455. The actual vesting credit for the fiscal 2011 portion of the 2009 grant was 119% based on our fiscal 2011 ROIC performance which, given the 157% and 200% vesting credits for fiscal years 2009 and 2010, respectively, resulted in a full three-year vesting credit of 159% for the performance-based restricted stock units granted in fiscal 2009.

Table of Contents**Option Exercises and Stock Vested in Fiscal Year 2011**

The table below provides information for each named executive officer concerning the exercise of stock options and the vesting of restricted stock during fiscal year 2011.

Name	Option Awards		Stock Awards	
	Number of Shares		Number of Shares	
	Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Acquired on Vesting (#) ⁽²⁾	Value Realized on Vesting (\$) ⁽³⁾
Joseph C. Papa	45,000	2,729,179	83,589	4,847,904
Judy L. Brown	27,141	1,198,589	21,525	1,248,384
John T. Hendrickson	53,564	2,810,296	14,419	836,257
Todd W. Kingma	27,263	1,423,747	22,359	1,296,753
Refael Lebel	19,757	971,275	16,719	969,650

1) The value realized on exercise was calculated using the difference between the exercise price of the option and the closing price of our common stock on the day the awards were exercised.

2) Represents service-based restricted stock shares and units and performance-based restricted stock units issued under the 2008 LTIP.

3) The value realized on vesting was calculated using the closing price of our common stock on the day the awards vested.

Non-Qualified Deferred Compensation in Fiscal Year 2011

The Perrigo Non-Qualified Deferred Compensation Plan allows certain senior executives to defer as much as 100% of base salary and 80% of incentive compensation. Participation in the plan is limited to the executive officers, (including the named executive officers), other management level personnel and other selected individuals. Amounts deferred under the Plan earn a return based on measurement funds made available to the participant and determined by the Retirement Plan Committee. These measurement funds mirror the investment choices available in our qualified deferred compensation plan (with the exception of our stock, which is not an investment option in the Non-Qualified Deferred Compensation Plan). In-service distributions are allowed under the Plan. Participants in the Plan elect the form and timing of payment of their Plan deferral account prior to the year in which it is deferred. Participants may elect to receive their accounts in a lump sum or in annual installments (up to fifteen years) upon separation from service. All participants in the Plan are treated as key employees by Plan rules (as defined in the applicable tax regulations) and therefore may not begin receiving distributions earlier than six months following termination of employment.

The following table sets forth information relating to the Perrigo Company Non-Qualified Deferred Compensation Plan.

Name	Executive Contributions in Last FY (\$) ⁽¹⁾	Perrigo Contributions in Last FY (\$) ⁽²⁾	Aggregate Earnings (Losses) in Last FY (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$) ⁽³⁾
Joseph C. Papa	218,886	240,127	285,717		2,187,608
Judy L. Brown	37,375	66,130	65,759		469,062
John T. Hendrickson	31,853	63,657	53,992		325,029
Todd W. Kingma	179,917	63,657	66,441		691,932
Refael Lebel					

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- 1) Of the total amounts shown in this column, the following amounts are included in the Summary Compensation Table in the column entitled (i) Fiscal Year 2011/Salary : Mr. Papa, \$35,135; Ms. Brown, \$7,375; Mr. Hendrickson, \$12,000; and Mr. Kingma, \$4,917; and (ii) Fiscal Year 2010/Non-Equity Incentive Plan Compensation : Mr. Papa, \$183,750; Ms. Brown, \$30,000; Mr. Hendrickson, \$19,853; and Mr. Kingma, \$175,000.

- 2) These amounts are included in the Summary Compensation Table as fiscal year 2011 All Other Compensation .

- 3) In addition to the amounts in footnote 1, this column includes the following amounts included in the Summary Compensation Table in the columns entitled (i) Fiscal Year 2010/Salary : Mr. Papa, \$91,771; Ms. Brown, \$9,292; Mr. Hendrickson, \$21,833; and Mr. Kingma, \$7,458; (ii) Fiscal Year 2009/Salary : Mr. Papa, \$132,917; Ms. Brown, \$3,208; Mr. Hendrickson, \$12,958; and Mr. Kingma, \$5,361 and (iii) Fiscal Year 2009/Non-Equity Incentive Plan Compensation : Mr. Papa, \$90,475; Ms. Brown, \$25,000; Mr. Hendrickson, \$10,027; and Mr. Kingma, \$26,243.

Table of Contents**Potential Payments Upon Termination or Change in Control**

All of our named executive officers participate in our MIB Plan and LTIP, and our U.S.-based named executive officers participate in our Non-Qualified Deferred Compensation Plan (Deferred Compensation Plan). These plans may require us to provide compensation to these officers in the event of a termination of employment or a change-in-control of Perrigo. Two of our named executive officers also will receive compensation under their employment agreements in the event of a termination of employment or a change-in-control of Perrigo. The Committee retains discretion to provide, and in the past has provided, additional benefits to executive officers upon termination or resignation if it determines the circumstances so warrant.

The following table sets forth the expected benefits to be received by each named executive officer, in addition to the amounts shown in the Non-Qualified Deferred Compensation table on page 33 in the event of his or her termination resulting from various scenarios and assuming a termination date of June 25, 2011, the last business day of our 2011 fiscal year, and a stock price of \$85.86, our closing stock price on June 24, 2011, which was the last trading day before our fiscal year end. Assumptions and explanations of the numbers included in the table below are set forth in the footnotes to, and in additional text following, the table.

Name and Benefits	Change in Control (\$)	Death, Disability, Retirement (\$)	Termination for Cause or Without Good Reason (\$)	Termination Without Cause or for Good Reason (\$)	Involuntary Termination for Economic Reasons (\$)
Joseph C. Papa					
Cash Severance ⁽¹⁾	4,875,000	975,000		4,875,000	4,875,000
Equity Awards					
Service-Based Restricted Stock	5,215,136	5,215,136		5,215,136	5,215,136
Performance-Based Restricted Stock ⁽⁴⁾	7,176,007	7,176,007		7,176,007	7,176,007
Stock Options	8,626,060	8,626,060		8,256,243	8,256,243
Other Benefits					
Total Estimated Incremental Value	25,892,203	21,992,203		25,552,386	25,552,386
Judy L. Brown					
Cash Severance ⁽²⁾		273,000			
Equity Awards					
Service-Based Restricted Stock	1,578,552	1,578,552			1,160,570
Performance-Based Restricted Stock ⁽⁴⁾	2,171,657	2,171,657			1,719,089
Stock Options	2,492,158	2,492,158			2,375,886
Other Benefits					
Total Estimated Incremental Value	6,242,367	6,515,367			5,255,545
John T. Hendrickson					
Cash Severance ⁽²⁾		257,400			
Equity Awards					
Service-Based Restricted Stock	817,387	817,387			602,823
Performance-Based Restricted Stock ⁽⁴⁾	1,120,817	1,120,817			893,374
Stock Options	1,589,756	1,589,756			1,531,323
Other Benefits					
Total Estimated Incremental Value	3,527,960	3,785,360			3,027,520
Todd W. Kingma					
Cash Severance ⁽²⁾		257,400			
Equity Awards					
Service-Based Restricted Stock	1,428,710	1,428,710			1,076,169
Performance-Based Restricted Stock ⁽⁴⁾	1,971,604	1,971,604			1,597,941
Stock Options	2,321,874	2,321,874			2,225,855
Other Benefits					

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Total Estimated Incremental Value	5,722,188	5,979,588		4,899,965
Refael Lebel				
Cash Severance ⁽³⁾	1,411,137	307,573	1,411,137	1,411,137
Equity Awards				
Service-Based Restricted Stock	825,458	825,458	825,458	825,458
Performance-Based Restricted Stock ⁽⁴⁾	1,150,524	1,150,524	1,150,524	1,150,524
Stock Options	1,562,814	1,562,814	1,513,926	1,513,926
Other Benefits ⁽³⁾	205,761		205,761	205,761
Total Estimated Incremental Value	5,155,694	3,846,369	5,106,806	5,106,806

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- 1) Mr. Papa: Cash Severance represents 24 months of salary (\$1,950,000), 24 months of bonus (\$1,950,000) and any earned prorated bonus (\$975,000) if he leaves Perrigo because of a change in control, without cause or for good reason, or involuntary termination for economic reasons. Cash Severance represents any earned prorated bonus if his employment is terminated because of death, disability or retirement.
- 2) Ms. Brown, Mr. Hendrickson and Mr. Kingma will receive Cash Severance for any earned prorated bonus if their employment is terminated because of death, disability or retirement.
- 3) Mr. Lebel: Cash Severance represents 20.5 months of salary (\$881,961), 20.5 months of bonus (\$529,176) if he leaves Perrigo because of a change in control, without cause or for good reason, or involuntary termination for economic reasons. Cash Severance represents any earned prorated bonus if his employment is terminated because of death, disability or retirement. Other Benefits represents 20.5 months of Company contributions made to manager's insurance, disability fund, education fund and recreation fund.
- 4) Performance-based restricted stock units were valued based on a full three-year vesting credit of 159%, 140% and 106% for the fiscal 2009, 2010 and 2011 grants, respectively. The full three-year vesting credit for each fiscal year was calculated based on the actual vesting credit of 119% for the fiscal 2011 portion of each grant, which was based on our fiscal 2011 ROIC performance. The fiscal 2010 and 2011 full three-year vesting credit used a target performance of 100% for performance in any future fiscal year.

Compensation payable to our two named executive officers who have employment agreements with us in the event of a termination or a change-in-control of Perrigo is as follows:

Employment Agreement with Chief Executive Officer

Under Mr. Papa's employment agreement, his employment may be terminated during the term of this agreement under the following circumstances:

upon Mr. Papa's death or disability;

by Perrigo for cause (as defined in the agreement);

by Mr. Papa upon 30 days' written notice;

by mutual agreement;

by Perrigo without cause upon 30 days' written notice; or

by Mr. Papa with good reason (as defined in the agreement).

If Mr. Papa's employment is terminated during the term of this agreement for any reason, he will receive compensation and benefits earned to date, including payment for unused vacation days. If Mr. Papa's employment is terminated as a result of death or disability, Mr. Papa also will receive a pro rata management incentive bonus for the portion of the year he was employed. If we terminate Mr. Papa's employment for cause, he will receive compensation and benefits earned to date, but he will forfeit any options (whether vested or unvested), restricted stock and unvested benefits. Any salary and unused vacation days will be paid to Mr. Papa in a lump sum as soon as practicable following the date of termination. Other benefits will be paid to Mr. Papa in accordance with applicable law and the terms of any applicable plan or arrangement.

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If during the term of this agreement Mr. Papa's employment is terminated by us without cause or by him for good reason and he agrees to a release of claims against Perrigo, he will also be entitled to compensation and benefits earned to that date, as well as:

payment of an amount equal to 24 months of his then-current salary and target bonus, payable in regular payroll installments;

continued vesting as if he had remained employed with Perrigo of the stock option and restricted stock awards granted to him on the Effective Date and the ability to exercise those options, to the extent they were vested at termination or vest subsequently, until the later of (i) 25 months after the date of termination, (ii) 30 days after the last vesting date of an option that vests after termination, or (iii) any later applicable date specified in the Long Term Incentive Award Agreement (Award Agreement) pursuant to which the options were granted; provided that no option may be exercised later than the expiration of the option term as specified in the Award Agreement;

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continued vesting for a period of 24 months of all other stock option and restricted stock awards granted to him, and the ability to exercise those options, to the extent they were vested at termination or vest subsequently, until the later of (i) 25 months after the date of termination, or (ii) any later applicable date specified in the Award Agreement pursuant to which the options were granted; provided that no option may be exercised later than the expiration of the option term as specified in the Award Agreement; and

a pro rata management incentive bonus for the portion of the year he was employed.

Employment Agreement with Executive Vice President & President, Perrigo Israel

In the event Mr. Lebel's employment agreement terminates due to non-renewal, he will be entitled to vest (whether or not his employment terminates) as of the date of the notice of non-renewal in that number of unvested stock options and restricted stock awards that would have vested during the 24-month period following the end of the agreement term.

If Mr. Lebel's employment is terminated for any reason, he will receive compensation and benefits earned to date, including payment for unused vacation days. If Mr. Lebel resigns for good reason or if we terminate his employment without cause, each as defined in the employment agreement, then, in addition to receiving earned compensation and benefits, he will receive his prorated bonus for the year in which the termination occurs; his salary, entitled bonus and benefits for the greater of 12 months or the balance of the employment agreement; immediate vesting of his restricted stock; and immediate vesting of his stock options that would have otherwise vested within the following 24 months. Any salary and unused vacation days will be paid in a lump sum as soon as practicable following the date of termination. Other benefits will be paid in accordance with applicable law and the terms of any applicable plan or arrangement.

Under his employment agreement, Mr. Lebel is also entitled to all accrued payments due to him under his previous employment agreement with Agis.

Payments Under the Management Incentive Bonus Plan

Generally, no portion of the payments under the MIB Plan is considered earned or payable for a particular year unless the named executive officer is employed by us and in good standing on the first day of the following fiscal year. The MIB Plan, however, may require us to make payments to named executive officers who are no longer employed by us on the first day of the following fiscal year under the following circumstances:

retirement at age 65 or older;

retirement at age 60 or older with at least 10 years of service;

early retirement of a named executive officer under an early retirement plan;

permanent disability as determined by the Compensation Committee; or

death.

Under all circumstances listed above, the named executive officer, or his or her estate in the case of death, will be entitled to a pro rata portion of any payment under the MIB Plan for that fiscal year, computed to the date of the termination. In addition, the CEO, in his sole discretion, may make exceptions to the circumstances listed above and allow payments in the event of other types of termination.

A named executive officer eligible to receive a post-termination payment under the MIB Plan will be paid in a lump sum within a reasonable time after the close of the fiscal year in which termination occurred.

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Payments Under the Long-Term Incentive Plan

If a named executive officer terminates employment with us due to death, disability or retirement, his or her (i) outstanding options will immediately vest in full and (ii) restricted stock units and performance-based restricted stock units will be free of any restriction period. The outstanding options may be exercised in whole or in part by the participant or his or her fiduciary, beneficiary or conservator, as applicable, at any time prior to their respective expiration dates.

If a named executive officer is involuntarily terminated for economic reasons, he or she may exercise his or her options, to the extent vested, at any time prior to the earlier of (i) the date that is 30 days after the date that is 24 months after the termination date, or (ii) their respective expiration dates. Any options, restricted stock units and performance-based restricted stock units, that are not vested on the termination date, but are scheduled to vest during the 24-month period according to the vesting schedule in effect prior to the termination date will vest as if the participant had continued to provide services to us during the 24-month period. Any options, restricted stock units and performance-based restricted stock units, that are not scheduled to vest during the 24-month period will be forfeited on the termination date. If a named executive officer dies after the termination date while his or her options remain exercisable, the fiduciary of the named executive officer's estate or his or her beneficiary may exercise the options (to the extent that those options were vested and exercisable prior to the executive officer's death) at any time prior to the later of the date that is (i) 30 days after the date that is 24 months after the named executive officer's termination date, or (ii) 12 months after the date of death, but in no event later than their respective expiration dates.

Upon an event of termination for any reason during the restriction period, restricted shares and stock units still subject to restriction generally will be forfeited by the named executive officer and reacquired by Perrigo. We may in our sole discretion waive in whole or in part any or all remaining restrictions with regard to a named executive officer's shares, except for restricted share awards that are intended to comply with certain performance-based compensation requirements.

If a named executive officer is terminated for cause, any restricted shares or units subject to a restriction period will be forfeited and his or her right to exercise his or her options will terminate. If within 60 days after a named executive officer is terminated for any reason, we discover circumstances that would have permitted us to terminate a named executive officer for cause, any shares, cash or other property paid or delivered to the named executive officer will be forfeited and the named executive officer must repay those amounts to Perrigo.

If the named executive officer is terminated for any reason other than those described above, the named executive officer will have the right to exercise his or her options at any time prior to the earlier of (i) the date that is three months after the termination date, or (ii) their respective expiration dates, but only to the extent that those options were vested prior to the termination date. Any options or restricted stock units and performance-based restricted stock units that are not vested at the termination date will be forfeited on the termination date. If a named executive officer dies after the termination date while his or her options remain exercisable, the fiduciary of the named executive officer's estate or his or her beneficiary may exercise the options (to the extent that those options were vested and exercisable prior to the executive officer's death), at any time prior to the earlier of (i) 12 months after the date of death, or (ii) their respective expiration dates.

In the event of a change in control (as defined in the LTIP), options, restricted stock units and performance-based restricted stock units outstanding under the LTIP as of the date of the change in control that have not vested will become vested and the options will become fully exercisable. The restrictions and deferral limitations applicable to any restricted shares and units will lapse and the restricted shares and units will become free of all restrictions and limitations and will become fully vested and transferable. In addition, upon a change in control, all performance awards will be considered to be earned and payable in full, and any deferral or other restriction will lapse and the performance awards will be immediately settled and distributed. The restrictions and deferral limitations and other conditions applicable to any other stock unit awards or any other awards will lapse and those other stock unit awards and other awards will become free of all restrictions, limitations or conditions and will become fully vested and transferable to the full extent of the original grant.

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Payments Under the Non-Qualified Deferred Compensation Plan

If a named executive officer is terminated for any reason other than death, he or she will receive a termination benefit under the Deferred Compensation Plan equal to his or her vested account balance. The Non-Qualified Deferred Compensation in Fiscal Year 2011 table on page 33 reflects account balances as of the end of our 2011 fiscal year.

This termination benefit will be paid to the named executive officer in a lump sum or under an annual installment method of up to 15 years, based on the named executive officer's choice when he or she began participation in the plan or as he or she subsequently changed the election. If the named executive officer did not make an election with respect to method of payment for a termination benefit, he or she will be deemed to have elected to be paid in a lump sum. Payments generally will be made no later than 60 days after the named executive officer terminates his or her employment with us.

A named executive officer's beneficiary will receive a survivor benefit equal to the named executive officer's vested account balance if the named executive officer dies before he or she commences payment under the Deferred Compensation Plan. The survivor benefit will be paid to the named executive officer's beneficiary in a lump sum payment as soon as administratively practicable, but in no event later than 60 days after the last day of the plan year in which the named executive officer dies.

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Compensation Committee Report

The Compensation Committee of the Perrigo Company Board of Directors consists of three directors, each of whom is independent, as defined under SEC rules and the NASDAQ listing standards.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into Perrigo's Annual Report on Form 10-K for the fiscal year ended June 25, 2011.

THE COMPENSATION COMMITTEE

Michael J. Jandernoa, Chair

Ellen R. Hoffing

Ran Gottfried

Table of Contents**Equity Compensation Plan Information**

The table below provides information about Perrigo's common stock that may be issued upon the exercise of options and rights under all of our equity compensation plans as of June 25, 2011. Shareholder-approved plans include our LTIP, as well as our Employee Stock Option Plan and Non-Qualified Stock Option Plan for Directors, which were replaced by our LTIP.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted- average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by shareholders	1,368,044	\$ 28.00	4,310,893 ⁽¹⁾
Equity compensation plans not approved by shareholders	0		0
Total	1,368,044	\$ 28.00	4,310,893

(1) All of these shares were available for issuance under our LTIP. Excludes 691,233 shares of unvested restricted stock awards and unvested restricted stock units. If these shares do not vest, they will no longer constitute shares outstanding and will be available for future issuance under the terms of the plan.

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Audit Committee Report

The Audit Committee of the Board is responsible for monitoring: (1) Perrigo's accounting and financial reporting principles and policies; (2) Perrigo's financial statements and the independent audit thereof; (3) the qualifications, independence and performance of Perrigo's independent registered public accounting firm; (4) the qualifications and performance of Perrigo's internal audit function including where the service is outsourced and (5) Perrigo's internal control over financial reporting. In particular, these responsibilities include, among other things, the appointment and compensation of Perrigo's independent registered public accounting firm, reviewing with the independent registered public accounting firm the plan and scope of the audit of the financial statements and internal control over financial reporting and audit fees, monitoring the adequacy of reporting and internal controls and meeting periodically with internal auditors and the independent registered public accounting firm. All of the members of the Audit Committee are independent, as such term is defined in Rule 4200(a)(15) of the NASDAQ Stock Market listing standards. The Board has adopted an Audit Committee Charter, which it reviews annually based upon input from the Committee.

In connection with the June 25, 2011 financial statements, the Audit Committee: (1) reviewed and discussed the audited financial statements with management; (2) discussed with the independent registered public accounting firm the matters required to be discussed under current auditing standards, and (3) received and discussed with the independent registered public accounting firm the written disclosures and letter from the independent registered public accounting firm required under PCAOB Ethics and Independence Rule 3526 and has discussed with the independent registered public accounting firm their independence. Based upon these reviews and discussions, the Audit Committee has recommended to the Board of Directors, and the Board of Directors has approved, that Perrigo's audited financial statements be included in Perrigo's Annual Report on Form 10-K filed with the SEC for the fiscal year ended June 25, 2011.

THE AUDIT COMMITTEE

Laurie Brlas, Chair

Gary K. Kunkle, Jr.

Ben-Zion Zilberfarb

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PROPOSALS TO BE VOTED ON

Proposal 1 Election of Directors

Eleven directors currently serve on our Board of Directors. The directors are divided into three classes, with one class of directors standing for election each year, generally for a three-year term. At this Annual Meeting, you will be asked to elect three directors. Each director will serve for a term of three years, until a qualified successor has been elected, or until his or her death, resignation, retirement or removal by the shareholders for cause. The remaining seven directors will continue to serve on the Board as described below. After over six years of distinguished service, Moshe Arkin is retiring from the Board as of the Annual Meeting. Accordingly, Mr. Arkin is not included below as a nominee for election at the Annual Meeting.

About the Nominated Directors

Our goal is to assemble a Board that operates cohesively and challenges and questions management in a constructive way. When assessing directors for the Board, we look at:

the overall mix of their skills and experience;

how active they are in understanding our business and participating in meetings; and

their character, integrity, judgment, record of achievement, diversity and independence.

We also look at a director's ability to contribute to the Board, the time he or she has available and his or her participation on other boards because we believe these are important factors that impact the quality of the Board's decision-making and its oversight of management and our business affairs overall. Finally, while diversity is considered when assessing directors for the Board, Perrigo has no formal policy on Board diversity.

Our Expectations for Directors

We expect each member of our Board of Directors to act honestly and in good faith and to exercise business judgment with a view to the best interests of Perrigo overall. Each director is expected to:

comply with our code of conduct, including conflict of interest disclosure requirements;

develop an understanding of our strategy, business environment and operations, the markets we operate in and our financial position and performance;

diligently prepare for each Board and Committee meeting by reviewing all of the meeting materials he or she receives in advance;

actively and constructively participate in each meeting and seek clarification from management and outside advisors when necessary to fully understand the issues being considered;

participate in continuing education programs, as appropriate; and

participate in the Board and Committee self-assessment process.

Director Experience

Our Board represents a cross-section of business, industry and academic experience. All of our directors bring to the Board of Directors significant leadership experience derived from their professional experience in either the corporate or academic sectors, as well as their service as executives or board members of other corporations or businesses. The process undertaken by the Nominating & Governance Committee in recommending qualified director candidates is described in *Director Nominations* on page 9. Certain individual qualifications and skills of our directors that contribute to the effectiveness of our Board of Directors as a whole are described below.

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The nominees for this year, Gary K. Kunkle, Jr., Herman Morris, Jr., and Ben-Zion Zilberfarb, are currently Perrigo directors. We will vote your shares as you specify on the enclosed proxy card or through telephone or Internet voting. If you do not specify how you want your shares voted, we will vote them FOR the election of the nominees. If unforeseen circumstances (such as death or disability) make it necessary for the Board of Directors to substitute another person for any of the nominees, we will vote your shares FOR that other person. The Board of Directors does not anticipate that any nominee will be unable to serve.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS AT THE 2011 ANNUAL MEETING

For a three-year term expiring at the 2014 Annual Meeting of Shareholders

Gary K. Kunkle, Jr., 64, has been a director of Perrigo since October 2002 and has served as Lead Independent Director from August 2007 to August 2008 and since August 2009. He also served as the Chair of the Compensation Committee from May 2006 until October 2007. Mr. Kunkle served as Chairman and Chief Executive Officer of DENTSPLY International Inc., a manufacturer and marketer of products for the professional dental market, from January 2004 until his retirement in December 2006. He previously served as President and Chief Operating Officer of DENTSPLY from January 1997 to December 2003. He also was a director of that company from March 2002 until December 2006. From January 1994 to December 1996, he served as President of Vistakon, a division of Johnson & Johnson.

Director Qualifications:

Leadership and operating experience former Chief Executive Officer and Chairman of a global dental product corporation as well as previous executive management roles within the health science and pharmaceutical industries.

Board and corporate governance experience board and corporate governance experience from service as a director of Perrigo since 2002, including service as current Lead Independent Director and previous membership on the Compensation and Nominating & Governance Committees.

Industry knowledge extensive experience within the dental supply and pharmaceutical industries, including product development, marketing and distribution of pharmaceuticals and other products on a global basis.

Herman Morris, Jr., 60, has been a director of Perrigo since December 1999 and has served as Chair of the Nominating & Governance Committee since October 2007. Since October 2009 he has been City Attorney of the City of Memphis. From September 2006 to October 2009, he was in the private practice of law in Memphis, Tennessee. From April 2006 to September 2006, Mr. Morris was Vice President and General Counsel of Pinnacle Airlines. Mr. Morris was a partner in the Baker, Donaldson, Bearman, Caldwell and Berkowitz law firm in Memphis, Tennessee from April 2004 to June 2006. He served as President and Chief Executive Officer of Memphis Light, Gas and Water Division from August 1997 until January 2004. Prior to that, Mr. Morris was General Counsel of Memphis Light, Gas and Water Division.

Director Qualifications:

Leadership experience current and previous executive leadership roles within the private and public sectors.

Board and corporate governance experience board and corporate governance experience from service as a director of public, private and non-profit companies, including service as a director of Perrigo since 1999 and Chair of our Nominating & Governance Committee since 2006.

Legal experience extensive legal experience in both the public and private sectors.

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Ben-Zion Zilberfarb, 61, has been a director of Perrigo since February 2007. Since 1978 he has served as a consultant and director for private and public companies in the areas of banking, insurance and private capital. He also has served as a Professor of Economics at Bar-Ilan University and the Edmond de Rothschild Professor of Global Asset Management at Netanya Academic College since 1988 and 2004, respectively. From 1998 to 1999 he was Director General of Israel's Ministry of Finance. He is a Board member and Chairman of the Audit Committee for Delek Group, a holding and management company investing in Israel and abroad; and a director for the Israel Discount Bank, both of which are traded on the Tel Aviv Stock Exchange. He was a member of the Board and Audit Committee of FundTech, Ltd. from 2002 to 2007, a Board member and Chairman of the Audit Committee for Brimag Digital Age, a distributor of electrical appliances, from 2004 to 2007 and a Board member and Chairman of the Audit Committee of Partner Communication, a cellular phone company, from 2000 to 2006. Mr. Zilberfarb resides in Israel.

Director Qualifications:

Leadership experience various leadership roles within higher education, government and financial institutions.

Board and corporate governance experience current and prior board and committee memberships within the financial industry, academic institutions, and private and public companies; current and prior audit committee chair on public boards.

Academic and financial expertise years of leadership experience at academic and public sector institutions on financial issues.

MEMBERS OF THE BOARD OF DIRECTORS CONTINUING IN OFFICE

Term Expiring at the 2012 Annual Meeting of Shareholders

Gary M. Cohen, 52, has been a director of Perrigo since January 2003 and served as Lead Independent Director from August 2008 to August 2009. Since June 2006, he has served as Executive Vice President of Becton, Dickinson and Company (BD), a provider of medical supplies, devices, laboratory equipment and diagnostic systems. He also served as President of BD Medical, one of three business segments of BD, from May 1999 until June 2006. Mr. Cohen has been an executive officer of BD in various capacities since October 1996. Mr. Cohen presently serves as chairperson of the Centers for Disease Control and Prevention (CDC) Foundation, director and secretary of the United States Fund for UNICEF and a director of the Accordia Global Health Foundation, chairperson of the CDC Corporate Roundtable and an advisor to the Clinton Global Initiative.

Director Qualifications:

Leadership and operating experience currently an Executive Vice President at a global medical technology company as well as years of service in previous executive officer roles of varying degrees.

Board and corporate governance experience board and corporate governance experience from current and prior service as a director and committee member on public and non-profit company boards, including service as a director of Perrigo since 2003.

Industry knowledge extensive experience in the medical supply and diagnostic equipment industries and extensive experience in international business.

David T. Gibbons, 68, has been a director of Perrigo since June 2000. Between March 2008 and February 2009, he served as Interim Chief Executive Officer of Cott Corporation, a leading provider of non-alcoholic beverages and store brand soft drinks. He has served on Cott's Board of Directors since 2007 and is currently Chairman of the Board. Mr. Gibbons served as Executive Chairman of Perrigo from October 9, 2006 until his retirement in March 2007. Prior to that, Mr. Gibbons served as the President and Chief Executive Officer of

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Perrigo from May 2000 to October 2006 and as Chairman of the Board from August 2003 to October 2007. He served as President of Rubbermaid Europe from August 1997 to April 1999 and as President of Rubbermaid Home Products from December 1995 to August 1997. Prior to joining Rubbermaid, Mr. Gibbons served in a variety of general management, sales and marketing positions during his 27-year career with 3M Company. Mr. Gibbons was also a director of Robbins & Myers, Inc., a supplier of application-critical equipment and systems to the global pharmaceutical, energy and industrial markets. Mr. Gibbons served as a director of Banta Corp, a diversified printing company, from 2003 to 2006.

Director Qualifications:

Leadership, operating and marketing experience former Chief Executive Officer and Chairman of the Board of Perrigo Company; former Chief Executive Officer of Cott Corporation; and current Chairman of the Board of Cott Corporation.

Board and corporate governance experience extensive board and corporate governance experience from current and prior service as a Chairman of the Board, director and committee member on public, private and non-profit boards.

Industry knowledge former Chief Executive Officer and Chairman of Perrigo Company with extensive experience and knowledge in the development and marketing of store brand consumer healthcare products.

Ran Gottfried, 67, has been a director of Perrigo since February 2006. From July 2006 until December 2008, Mr. Gottfried served as Chairman and CEO of Powerpaper Ltd., a leading developer and manufacturer of micro-electrical cosmetic and pharmaceutical patches. Since 1975 he has served as a CEO, consultant and director of private companies in Israel and Europe in the areas of retail and distribution, pharmaceuticals, and telecommunications. From January 2001 until December 2005, he served as Chairman of Magnolia Silver Jewelry, Ltd. Mr. Gottfried also served as an advisor to Careline-Neca, a consumer division of Perrigo's Israeli subsidiary from 2004 until March 2007, when his consulting ended. Mr. Gottfried was a director of Agis from 2003 until its acquisition by Perrigo in March 2005. Mr. Gottfried was also a director of Bezeq, Israel's leading telecommunications provider from November 2005 until April 2010. Mr. Gottfried resides in Israel.

Director Qualifications:

Leadership, operating and global business experience current CEO, consultant and director of private and public companies in Israel and Europe.

Board and corporate governance experience board and corporate governance experience from current and prior service as a director and committee member on public, private and non-profit company boards.

Industry knowledge, product development, marketing and global experience as a consultant to the pharmaceutical and consumer products industries for numerous years.

Ellen R. Hoffing, 54, has been a director of Perrigo since July 2008. Since September 2009, Ms. Hoffing has served as Chief Operating Officer and Co-President of Neos Therapeutics, a privately held specialty pharmaceutical company that focuses on extended release liquid and oral disintegrating tablet drug development. From September 2006 until September 2009, she served as President and Chief Executive Officer of Applied NeuroSolutions, Inc., a development stage biopharmaceutical company focused on diagnostics and therapeutics for the treatment of Alzheimer's disease. She has also served as Chairman of Applied NeuroSolutions' Board of Directors from December 2007 to January 2011. Ms. Hoffing's extensive experience in the pharmaceutical industry includes senior positions at American Pharmaceutical Partners, from March 2005 to November 2005, Baxter Healthcare, from November 2002 to March 2005, and G.D. Searle, from September 1983 to October 2000.

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Director Qualifications:

Leadership, operating and global business experience current Chief Operating Officer and Co-President of a pharmaceutical company, previous Chief Executive Officer of a biopharmaceutical company.

Board and corporate governance experience board and corporate governance experience from service as the current Chief Operating Officer and Co-President of a privately held specialty pharmaceutical company; current member of Perrigo's Compensation Committee.

Industry knowledge extensive experience in varying roles within the pharmaceutical industry, including product development, marketing and distribution of pharmaceutical products globally.

Term Expiring at the 2013 Annual Meeting of Shareholders

Laurie Brlas, 53, has been a director of Perrigo since August 2003 and has served as Chair of the Audit Committee since October 2004. Since March 2008, Ms. Brlas has served as Executive Vice President, Chief Financial Officer of Cliffs Natural Resources, Inc. (formerly Cleveland-Cliffs, Inc.), the largest producer of iron ore pellets in North America. Previously at Cliffs Natural Resources, Inc., Ms. Brlas served as Senior Vice President, Chief Financial Officer from December 2006 to March 2008 and Senior Vice President, Chief Financial Officer and Treasurer from December 2006 to November 2007. Prior to that Ms. Brlas served as Senior Vice President and Chief Financial Officer of STERIS Corporation from April 2000 through November 2006. From September 1995 through March 2000, Ms. Brlas held various positions with Office Max, Inc., most recently as Senior Vice President and Corporate Controller. Ms. Brlas also served as a director for Nova Chemicals from September 2008 to July 2009.

Director Qualifications:

Leadership and operating experience current Chief Financial Officer of Cliffs Natural Resources, Inc., previous executive leadership roles at STERIS Corporation, a provider of healthcare products and services, and Office Max.

Board and corporate governance experience board and corporate governance experience from current and prior service as a director and committee member on public and non-profit boards, including service as a director of Perrigo since 2003 and Audit Committee Chair 2004.

Accounting and financial expertise a certified public accountant and currently designated as an Audit Committee Financial Expert given her skills and attributes acquired through relevant education and work experience.

Michael J. Jandernoa, 61, has been a director of Perrigo since January 1981 and has served as the Chair of the Compensation Committee since October 2007. He served as Perrigo's Chief Executive Officer from February 1988 through April 2000 and as Chairman of the Board from October 1991 to August 2003. Mr. Jandernoa also served in various other executive capacities with Perrigo since 1979. He is a general partner of Bridge Street Capital Fund 1, LLP; was a director of Fifth Third Bank West Michigan, a Michigan banking corporation, from December 2004 to December 2009; and a director of Steelcase, Inc., a manufacturer of casegood products and furniture systems for the office furniture industry from June 2002 to March 2010. Mr. Jandernoa served on the Board of the Strategic Economic Investment and Commercial Board (SEIC) (formerly Michigan Technology Tri-Corridor) through early 2011. He currently serves as First Vice Chair of the Business Leaders of Michigan, Inc. Mr. Jandernoa also serves on several private company boards.

Director Qualifications:

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Leadership, operating and marketing experience former Chief Executive Officer and Chairman of the Board of Perrigo Company as well as current leadership roles in numerous other businesses related to the pharmaceutical industry.

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Board and corporate governance experience extensive board and corporate governance experience from current and previous service as a Chairman of the Board and a director of public, private and non-profit companies and organizations with extensive experience on Audit, Nominating & Governance and Compensation Committees.

Industry knowledge former CEO and Chairman of Perrigo Company with extensive experience and knowledge in the development and marketing of store brand consumer healthcare products.

Joseph C. Papa, 55, joined Perrigo in October 2006 as President and Chief Executive Officer, was elected to the Board of Directors in November 2006 and was appointed Chairman of the Board in October 2007. He previously served as Chairman and Chief Executive Officer of the Pharmaceutical and Technologies Services segment of Cardinal Health, Inc. from December 2004 to October 2006. Prior to that position he served as President and Chief Operating Officer of Watson Pharmaceuticals, Inc. from 2001 to 2004. Additionally, he has held management positions at DuPont Pharmaceuticals, Pharmacia Corporation, G.D. Searle & Company and Novartis AG. Mr. Papa is a director of Smith & Nephew, a developer of advanced orthopedic medical devices.

Director Qualifications:

Leadership, operating and marketing experience current Chief Executive Officer, President and Chairman of the Board of Perrigo Company as well as previous executive leadership roles at other pharmaceutical companies.

Board and corporate governance experience board and corporate governance experience from current service as a director at Perrigo and another global public company.

Industry knowledge marketing and global business experience over 30 years of experience in the pharmaceutical industry, including the development and commercialization of products for the U.S. and European markets.

The Board of Directors unanimously recommends a vote FOR

each of the director nominees

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Proposal 2 Advisory Vote on Executive Compensation

Pursuant to Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act), we are asking our shareholders to approve, on a non-binding basis, the compensation of the Company s named executive officers disclosed in this Proxy Statement. This is commonly known as a Say-on-Pay proposal as it gives the shareholders the opportunity to communicate to the Compensation Committee and the Board of Directors their views on the compensation of the named executive officers.

As described in detail in Compensation Discussion and Analysis (CD&A), beginning on page 16, our philosophy in setting executive compensation is to provide a total compensation package that provides the compensation and incentives needed to attract, retain and motivate talented executives who are crucial to Perrigo s long-term success while aligning our executives compensation with Perrigo s short-term and long-term performance. Consistent with that philosophy, a significant percentage of the total compensation opportunities for each of our named executive officers is directly related to Perrigo s stock price performance and to other performance factors that measure progress against operating plans and the creation of shareholder value. Through stock ownership requirements and equity incentives, we also align the interests of our executives with the long-term interests of the Company and our shareholders. For these reasons, we believe that our executive compensation program is reasonable, competitive and strongly focused on pay-for-performance principles.

With respect to executive compensation in fiscal 2011, we believe that the Company s strong financial performance provides ample support for the compensation of our named executive officers. Indeed, in fiscal 2011, we had:

record net income of \$339 million, which reflected a 52% increase over fiscal 2010 net income;

record net sales of \$2.76 billion, which reflected a 21% increase over fiscal 2010 net sales; and

record gross profit of \$945 million, which reflected a 27% increase over fiscal 2010 gross profit.

In addition, the cumulative total return, which includes reinvestment of dividends, of our common stock over a five-year period ending on June 25, 2011, was 451.88% compared to the cumulative five-year total return of both the S&P 500 Index and the S&P 500 Healthcare Index of 13.32% and 27.97%, respectively.

The Compensation Committee and Board of Directors believe that the information provided in the Compensation Discussion & Analysis demonstrates that our executive compensation program aligns our executives compensation with Perrigo s short-term and long-term performance and provides compensation and incentives needed to attract, motivate and retain key executives that are crucial to Perrigo s long-term success. Accordingly, in accordance with recently enacted legislation and as a matter of good corporate governance, we are asking shareholders to approve the following resolution at our annual meeting:

RESOLVED that the shareholders of Perrigo Company (the Company) approve, on an advisory basis, the compensation of the Company s named executive officers as disclosed in the Company s proxy statement for this annual meeting, including the Compensation Discussion and Analysis and the compensation tables and narrative disclosures under the Executive Compensation section of this Proxy Statement.

Although this Say-on-Pay advisory vote is non-binding, the Compensation Committee and the Board will review the results of this vote and take them into account for future determinations concerning our executive compensation program.

The Board of Directors unanimously recommends that shareholders vote

FOR the approval, on an advisory basis, of the compensation of the

Company s named executive officers

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**Proposal 3 Advisory Vote on Frequency of Future Advisory Votes on
Executive Compensation**

In addition to seeking an advisory vote on executive compensation, we are also asking shareholders to express a preference as to how frequently future advisory votes on executive compensation should take place. Pursuant to Section 951 of the Dodd-Frank Act, at least once every six years the Company is required to submit for shareholder vote a non-binding resolution to determine whether the advisory shareholder vote should occur every one, two or three years.

After careful consideration, our Board of Directors believes that an advisory vote on executive compensation that occurs every year is the most appropriate alternative for the Company. Simply stated, an annual advisory vote on executive compensation allows our shareholders to provide timely and direct input on the Company's executive compensation philosophy, policies and practices.

Shareholders are not voting to approve or disapprove the Board's recommendation. Rather, shareholders may select one of four choices, indicating whether they would prefer that future Say-on-Pay advisory votes should occur every year, every two years, or every three years, or whether they wish to abstain from voting on the matter.

Although this advisory vote on the frequency of Say-on-Pay advisory votes is non-binding on the Company, the Board will review the results of this vote and take them into consideration when deciding how frequently to conduct future Say-on-Pay advisory votes.

The Board of Directors unanimously recommends that shareholders select

**1 Year on the proposal concerning the frequency of future advisory votes
on executive compensation**

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**Proposal 4 Ratification of Appointment of our
Independent Registered Public Accounting Firm**

The Audit Committee has appointed Ernst & Young LLP (E&Y) to serve as our independent registered public accounting firm for fiscal 2012. While not required, we are submitting the appointment to our shareholders as a matter of good corporate practice to obtain their views. The affirmative vote of a majority of the votes cast at the annual meeting on the proposal is required for ratification.

If the appointment is not ratified, it will be regarded as a recommendation that the Audit Committee consider the appointment of a different firm to serve as independent registered public accounting firm for fiscal year 2012. In that event, the Audit Committee may still decide to retain E&Y for fiscal year 2012. Even if the appointment is ratified, the Audit Committee may select a different independent registered public accounting firm at any time if it determines that such a change would be in the best interests of Perrigo and its shareholders. We expect representatives of E&Y to be present at the annual meeting with the opportunity to make a statement if they desire to do so and to respond to appropriate questions.

E&Y has advised us that neither the firm nor any of its members or associates has any direct financial interest or any material indirect financial interest in Perrigo or any of its affiliates other than as accountants.

The Audit Committee first selected E&Y in June 2008 to serve as our independent registered public accounting firm for the 2009 fiscal year ending June 27, 2009. During fiscal years 2010 and 2011, we retained E&Y to perform auditing and other services for us and paid them the following amounts for these services:

Fiscal Year 2010		Fiscal Year 2011	
Audit Fees	\$ 2,301,200	Audit Fees	\$ 2,032,600
Tax Compliance	\$ 151,800	Tax Compliance	\$ 818,700
Tax Consulting & Advisory	2,266,000	Tax Consulting & Advisory	783,500
Total Tax Fees	\$ 2,417,800	Total Tax Fees	\$ 1,602,200
Total Fees	\$ 4,719,000	Total Fees	\$ 3,634,800

Tax fees include amounts incurred for tax planning and compliance services.

The Audit Committee maintains a policy pursuant to which it reviews and pre-approves audit and permitted non-audit services (including the fees and terms thereof) to be provided by our independent registered public accountants, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934 that are approved by the Audit Committee prior to the completion of our audit. The Chair of the Audit Committee, or any other member or members designated by the Audit Committee, is authorized to pre-approve non-audit services, provided that any pre-approval shall be reported to the full Audit Committee at its next scheduled meeting. All auditing and other services performed by our independent registered public accountants in fiscal 2011 were approved in accordance with the Audit Committee's policy.

The Board of Directors unanimously recommends that shareholders vote

FOR ratification of the appointment of Ernst & Young LLP as our

Company's independent registered public accounting firm for fiscal 2012

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Annual Report on Form 10-K

A copy of our Annual Report on Form 10-K for the fiscal year ended June 25, 2011, including financial statement schedules, which is on file with the Securities and Exchange Commission, is included in the Annual Report delivered with this proxy statement. If you would like a copy of the exhibits to the Form 10-K, please contact Todd W. Kingma, Secretary, Perrigo Company, 515 Eastern Ave., Allegan, MI 49010.

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Electronic Voting Instructions

Instead of mailing your proxy, you may choose to vote your proxy by Internet or telephone 24 hours a day, 7 days a week. See instructions below.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 6:00 a.m., Eastern Standard Time, on Wednesday, October 26, 2011.

Vote by Internet

Log on to the Internet and go to www.investorvote.com/PRGO

Follow the steps outlined on the secured website.

Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch tone telephone. There is **NO CHARGE** to you for the call.

Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

X

q IF YOU HAVE NOT VOTED BY THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

Proposals

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2 AND 4 AND FOR A FREQUENCY OF 1 YEAR FOR PROPOSAL 3.

1. Election of Directors whose three-year term of office will expire in 2014:

01 - Gary K. Kunkle, Jr. 02 - Herman Morris, Jr. 03 - Ben-Zion Zilberfarb

.. **FOR** all nominees listed above

.. **For All EXCEPT** - To withhold a vote for one or more nominees, mark the box to the left and the corresponding numbered box(es) to the right. 01 02 03

.. **WITHHOLD AUTHORITY** to vote for all nominees listed above

	For	Against	Abstain		For	Against	Abstain
2. An advisory vote to approve the compensation of the Company's named executive officers.	..	..	..	4. Ratification of appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2012.	..	..	..
	1 Yr	2 Yrs	3 Yrs	Abstain			
3. An advisory vote on the frequency of advisory votes on the compensation of the Company's named executive officers.	..	..	..	..	5. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.		

Non-Voting Items

Change of Address Please print new address below.

Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

Please sign exactly as your name(s) appear on this card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title. If a corporation, please sign in full corporate name by an authorized officer. If a partnership, please sign in partnership name by authorized person.

Date (mm/dd/yy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within the box.

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YOUR VOTE IS IMPORTANT!

If you do not vote by telephone or Internet, please sign and date this proxy card

and return it promptly in the enclosed postage-paid envelope so your

shares may be represented at the Meeting.

The Proxy Materials are available for review at:

www.perrigo.com/proxymaterials

q IF YOU HAVE NOT VOTED BY THE INTERNET **OR** TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

Proxy Perrigo Company

This proxy is solicited on behalf of the Board of Directors for the Annual Meeting of Shareholders on October 26, 2011.

The undersigned appoints Judy L. Brown and Todd W. Kingma, or either of them, with full power of substitution as attorneys and proxies to vote as designated, with all powers which the undersigned would possess if personally present, all the shares of Common Stock of Perrigo Company held of record by the undersigned on September 2, 2011 at the Annual Meeting of Shareholders to be held on October 26, 2011 or any adjournment thereof.

This proxy also provides voting instructions to the trustee under the Perrigo Company Profit Sharing Plan and directs the trustee to vote all the shares of Common Stock of Perrigo Company allocated to the undersigned's account as indicated on the reverse side.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. **If no direction is made, this proxy will be voted FOR Proposals 1, 2 and 4, and for a frequency of 1 YEAR for Proposal 3.**

If you vote by telephone or Internet, please do not send your proxy by mail.

IMPORTANT THIS PROXY MUST BE SIGNED AND DATED ON THE REVERSE SIDE.

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Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. **X**

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

Proposals THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2 AND 4 AND FOR A FREQUENCY OF 1 YEAR FOR PROPOSAL 3.

1. Election of Directors whose three-year term of office will expire in 2014: 01 - Gary K. Kunkle, Jr. 02 - Herman Morris, Jr. 03 - Ben-Zion Zilberfarb

**** FOR all nominees listed above**

**** For All EXCEPT** - To withhold a vote for one or more nominees, mark 01 02 03
..

the box to the left and the corresponding numbered box(es) to the right.

**** WITHHOLD AUTHORITY to vote for all nominees listed above**

	For	Against	Abstain		For	Against	Abstain
2. An advisory vote to approve the compensation of the Company's named executive officers.	..	..	..	4. Ratification of appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2012.	..	..	..

	1 Yr	2 Yrs	3 Yrs	Abstain	
3. An advisory vote on the frequency of advisory votes on the compensation of the Company's named executive officers.	..	..	..	..	5. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

Please sign exactly as name appears in the ownership certificate provided by the TASE clearing house member. When signing as attorney, executor, administrator, trustee or guardian, please give your full title. If a corporation, please sign in full corporate name by an authorized officer. If a partnership, please sign in partnership name by authorized person.

Date (mm/dd/yyyy) Please print date below.

/ /

Signature 1
Please keep signature within the box.

Signature 2
Please keep signature within the box.

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YOUR VOTE IS IMPORTANT!

Please sign and date this proxy card and return it promptly, together with
an Ownership Certificate from your bank, broker or other TASE Clearing House
member through which your shares are registered, to

Perrigo Company, P.O. Box 34003, Tel Aviv, Israel 61340

so your shares may be represented at the Meeting.

The Proxy Materials are available for review at:

www.perrigo.com/proxymaterials

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

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IMPORTANT THIS PROXY MUST BE SIGNED AND DATED ON THE REVERSE SIDE.