

PERRIGO CO
Form SC 13G/A
February 17, 2009

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

**Information to be included in Statements filed pursuant to Rules 13d-1(b), (c), and (d)
and Amendments thereto filed pursuant to Rule 13d-2(b)**

(Amendment No. 8)¹

PERRIGO COMPANY

(Name of Issuer)

Common Stock, without par value

(Title of Class of Securities)

714290103

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

No Exhibit Index

TABLE OF CONTENTS

Item 1

Item 2

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a

Item 4. Ownership

Item 5. Ownership of Five Percent or Less of a Class

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

SIGNATURE

Table of Contents

CUSIP No. 714290103 13G/A Page 2 of 5 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Michael J. Jandernoa

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 2,878,352

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 2,878,352

8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,194,290

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.47%

12

TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

****SEE ITEM 4 OF THIS FILING**

Table of Contents

CUSIP No. 714290103 13G/A Page 3 of 5 Pages
Item 1.

- (a) Name of Issuer: Perrigo Company
 (b) Address of Issuer's Principal Executive Offices: 515 Eastern Avenue
 Allegan, Michigan 49010

Item 2.

- (a) (c) Name, Principal Business Address and Citizenship of Person Filing:
 Michael J. Jandernoa
 c/o Law Weathers & Richardson
 333 Bridge Street, NW, Suite 800
 Grand Rapids, Michigan 49504
 Citizenship: United States
 (d) Title of Class of Securities: Common Stock, without par value.

- (e) CUSIP Number: 714290103

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) (j) Not Applicable.

Item 4. Ownership

- (a) Mr. Jandernoa is the beneficial owner of 3,194,290 shares of the Issuer's common stock, without par value. Mr. Jandernoa owns 3,601 shares of the Issuer's common stock. The Michael J. Jandernoa Trust, of which Mr. Jandernoa is the sole trustee, holds 2,846,006 shares of the Issuer's common stock. Mr. Jandernoa holds sole voting and dispositive power with respect to the shares held by the Michael J. Jandernoa Trust. The Susan M. Jandernoa Trust holds 315,938 shares of the Issuer's common stock. Mrs. Jandernoa is the sole trustee of, and holds sole voting and dispositive power for the shares of common stock held by, the Susan M. Jandernoa Trust. Mr. Jandernoa holds stock options that give him the right to acquire 28,745 shares of the Issuer's common stock, all of which options are exercisable. The figures above are as of December 31, 2008.
- (b) As of December 31, 2008, Mr. Jandernoa was the beneficial owner of 3.47% of the Issuer's outstanding common stock, without par value. The Issuer's most recent Form 10-Q (for the quarterly period ended December 27, 2008) lists 92,150,478 shares of the Issuer's common stock, outstanding as of January 30, 2009. In addition, Mr. Jandernoa holds stock options that give him the right to acquire 28,745 shares of the Issuer's common stock within 60 days of the date of this filing. Mr. Jandernoa's beneficial ownership percentage is based on a total of 92,179,223 shares of the Issuer's
-

Table of Contents

CUSIP No. 714290103 13G/A Page 4 of 5 Pages
common stock, which consists of the Issuer's outstanding common stock plus shares that would become outstanding if Mr. Jandernoa exercised his stock options.

- (c) (i) Mr. Jandernoa has sole power to vote or direct the vote of 2,878,352 shares of common stock.
- (ii) Mr. Jandernoa does not share power to vote or to direct the vote of any shares of common stock.
- (iii) Mr. Jandernoa has sole power to dispose or direct the disposition of 2,878,352 shares of common stock.
- (iv) Mr. Jandernoa does not share power to dispose or to direct the disposition of any shares of common stock.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Table of Contents

CUSIP No. 714290103 13G/A Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2009

Date

/s/ Michael J. Jandernoa

Signature

Michael J. Jandernoa