

STERIS CORP
Form 4
June 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosebrough Walter M Jr

(Last) (First) (Middle)
5960 HEISLEY ROAD
(Street)

MENTOR, OH 44060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STERIS CORP [STE]

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Shares, No Par Value	05/30/2013		S		2,000 D \$ 45.72	121,504	D
Common Shares, No Par Value	05/30/2013		F		1,643 ⁽¹⁾ D \$ 45.87	119,861	D
Common Shares, No Par Value	05/31/2013		F		2,464 ⁽²⁾ D \$ 45.34	117,397	D
Common Shares, No	05/31/2013		A		25,000 A \$ 0	142,397 ⁽³⁾	D

Par Value

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option to Purchase Common Shares	\$ 45.34	05/31/2013		A	100,000	(4) 05/31/2023	Common Shares, No Par Value 100,000

Reporting Owners

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

Signatures

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

06/03/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) 1,643 shares were withheld from the 5,000 restricted shares that vested on May 30, 2013. These 1,643 shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 5,000 shares were awarded to Mr. Rosebrough on May 30, 2012 as part of an award of 20,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 30, 2013.
- (2) 2,464 shares were withheld from the 7,500 restricted shares that vested on May 31, 2013. These 2,464 shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 7,500 shares were awarded to Mr. Rosebrough on May 31, 2011 as part of an award of 15,000 restricted shares. These vested shares were valued at the

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NYSE closing market price on May 31, 2013.

82,500 of these Common Shares are restricted. The restrictions on these Common Shares lapse as follows: 35,000 on May 20, 2014,

(3) 3,750 on June 2, 2014, 3,750 on June 1, 2015, 5,000 on May 30, 2014, 5,000 on June 1, 2015, 5,000 on May 31, 2016, 6,250 on June 2, 2014, 6,250 on June 1, 2015, 6,250 on May 31, 2016 and 6,250 on May 31, 2017.

(4) These options become exercisable as follows: 25,000 on May 31, 2014, 25,000 on May 31, 2015, 25,000 on May 31, 2016 and 25,000 on May 31, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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