

Steris plc
Form 4
February 18, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O CHANCERY HOUSE, 190
WATERSIDE ROAD, HAMILTON
INDUSTRIAL PARK

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
Steris plc [STE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2016

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

LEISCETER, X0 LE5 1QZ

(City) (State) (Zip)

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 | (A) or (D) Price | | | |
| Ordinary Shares | 02/16/2016 | | S | | 5,000 <u>(1)</u> | D \$ 63.8745 <u>(2)</u> | 15,000 | I | See Footnote Below. <u>(3)</u> |
| Ordinary Shares | 02/17/2016 | | S | | 5,000 <u>(4)</u> | D \$ 64.6604 <u>(5)</u> | 10,000 | I | See Footnote Below. <u>(3)</u> |
| Ordinary Shares | | | | | | | 111,376 <u>(6)</u> | D | |
| Ordinary Shares | | | | | | | 68,806 | I | See Footnote |

Below. ⁽⁷⁾

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Rosebrough Walter M Jr C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEISCESTER, X0 LE5 1QZ | X President & CEO |

Signatures

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

02/18/2016

__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).

- This transaction involved the open market sale on February 16, 2016 of a total of 5,000 shares, Held by the Reporting Person as Trustee,
- (1) from an irrevocable trust established for the benefit of the children of the Reporting Person and the Reporting Person's Spouse, pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person, as Trustee, on September 1, 2015.
 - (2) This represents the average sales price of the 5,000 shares sold in the open market. The actual 34 sales prices ranged from \$63.0700 per share to \$64.2100 per share. Issuer, upon request by the SEC staff, will provide full information regarding the number of shares sold at

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each of these 34 sales prices.

- (3) These ordinary shares are held by the Reporting Person as Trustee of an irrevocable trust established for the benefit of the children of the Reporting Person and the Reporting Person's Spouse.

- (4) This transaction involved the open market sale on February 17, 2016 of a total of 5,000 shares, Held by the Reporting Person as Trustee, from an irrevocable trust established for the benefit of the children of the Reporting Person and the Reporting Person's Spouse, pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person, as Trustee, on September 1, 2015.

- (5) This represents the average sales price of the 5,000 shares sold in the open market. The actual 40 sales prices ranged from \$64.1000 per share to \$65.0100 per share. Issuer, upon request by the SEC staff, will provide full information regarding the number of shares sold at each of these 40 sales prices.

- (6) These 111,376 ordinary shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit. 44,750 of these ordinary shares are restricted. The restrictions on the restricted ordinary shares lapse as follows: 5,000 on May 31, 2016; 6,250 on May 31, 2016; 6,250 on May 31, 2017; 4,250 on May 30, 2016; 4,250 on May 30, 2017, 4,250 on May 30, 2018, 3,625 on May 30, 2016, 3,625 on May 29, 2017, 3,625 on May 28, 2018, and 3,625 on May 28, 2019.

- (7) These ordinary shares are held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit.

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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