

Mallinckrodt plc
Form 4
May 29, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Peter G

(Last) (First) (Middle)
675 MCDONNELL BLVD.

(Street)

HAZELWOOD, MO 63042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mallinckrodt plc [MNK]

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares | 05/27/2015 | | M | 3,994 | A \$ 29.89 | 21,287 | D |
| Ordinary Shares | 05/27/2015 | | M | 7,007 | A \$ 31.12 | 28,294 | D |
| Ordinary Shares | 05/27/2015 | | M | 5,549 | A \$ 33.67 | 33,843 | D |
| Ordinary Shares | 05/27/2015 | | M | 6,192 | A \$ 41.73 | 40,035 | D |
| Ordinary Shares | 05/27/2015 | | M | 3,036 | A \$ 51.35 | 43,071 | D |

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| | | | | | | | | |
|-----------------|------------|--|---|--------|---|---------------------------|--------|---|
| Ordinary Shares | 05/27/2015 | | S | 25,778 | D | \$ 127.9 <u>(1)</u> | 17,293 | D |
|-----------------|------------|--|---|--------|---|---------------------------|--------|---|

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 29.89 | 05/27/2015 | | M | 3,994 | 06/28/2013 05/31/2020 | Ordinary Shares | 3,994 |
| Share Options (Right to Buy) | \$ 31.12 | 05/27/2015 | | M | 7,007 | 12/01/2013 11/30/2020 | Ordinary Shares | 7,007 |
| Share Options (Right to Buy) | \$ 33.67 | 05/27/2015 | | M | 5,549 | 12/01/2013 11/30/2021 | Ordinary Shares | 5,549 |
| Share Options (Right to Buy) | \$ 41.73 | 05/27/2015 | | M | 6,192 | 12/03/2013 12/02/2022 | Ordinary Shares | 6,192 |
| Share Options (Right to Buy) | \$ 51.35 | 05/27/2015 | | M | 3,036 | 01/02/2015 01/02/2024 | Ordinary Shares | 3,036 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Peter G 675 MCDONNELL BLVD. HAZELWOOD, MO 63042 | | | Sr. VP & General Counsel | |

Signatures

/s/Kenneth L. Wagner,
Attorney-in-Fact

05/29/2015

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

The price represents a weighted average. The shares were sold in multiple transactions at prices ranging from \$127.90 to \$127.92, (1) inclusive. Mr. Edwards will provide, upon request of the SEC staff, Mallinckrodt plc or a shareholder of Mallinckrodt plc complete information regarding the number of shares sold at each price within the range.

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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