

Steris plc
Form 4
June 02, 2016

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 *
Pahwa Sudhir K

(Last) (First) (Middle)

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

(Street)

LEICESTER, X0 LE5 1QZ

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2016

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)
Sr. V.P., IPT

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 | | |
| | | | | Code | V | Amount | |
| Ordinary Shares, 0.10 Nominal Value | 05/31/2016 | | F | 594 ⁽¹⁾ | D | \$ 69.43 | 20,694.7296 D |
| Ordinary Shares, 0.10 Nominal Value | 05/31/2016 | | F | 511 ⁽²⁾ | D | \$ 69.43 | 20,183.7296 D |
| | 05/31/2016 | | F | 356 ⁽³⁾ | D | | 19,827.7296 D |

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| | | | | | | | |
|-------------------------------------|------------|---|-----------------------------|---|----------|-----------------------------------|---|
| Ordinary Shares, 0.10 Nominal Value | | | | | \$ 69.43 | | |
| Ordinary Shares, 0.10 Nominal Value | 05/31/2016 | F | 356 ⁽⁴⁾ | D | \$ 69.43 | 19,471.7296 | D |
| Ordinary Shares, 0.10 Nominal Value | 06/01/2016 | A | <u>2,500</u> ⁽⁵⁾ | A | \$ 0 | 21,971.7296 | D |
| Ordinary Shares, 0.10 Nominal Value | 06/01/2016 | A | <u>3,000</u> ⁽⁶⁾ | A | \$ 0 | <u>24,971.7296</u> ⁽⁷⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 69.72 | 06/01/2016 | | A | 15,000 | ⁽⁸⁾ 06/01/2026 | Ordinary Shares, 0.10 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pahwa Sudhir K C/O CHANCERY HOUSE, 190 WATERSIDE ROAD HAMILTON INDUSTRIAL PARK LEICESTER, X0 LE5 1QZ | | | Sr. V.P., IPT | |

Signatures

| | |
|---|------------|
| /s/ J. Adam Zangerle, Authorized Representative under Power of Attorney | 06/02/2016 |
| **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).
- (1) 594 shares were withheld from the 1,250 restricted shares that vested on May 31, 2016. These 594 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 1,250 ordinary shares were awarded to Mr. Pahwa on May 30, 2012 as part of an award of 5,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2016.
 - (2) 511 shares were withheld from the 1,075 restricted shares that vested on May 31, 2016. These 511 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 1,075 ordinary shares were awarded to Mr. Pahwa on May 31, 2013 as part of an award of 4,300 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2016. The remaining restrictions on these ordinary shares lapse as follows: 1,075 on May 31, 2017.
 - (3) 356 shares were withheld from the 750 restricted shares that vested on May 31, 2016. These 356 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 750 ordinary shares were awarded to Mr. Pahwa on May 30, 2014 as part of an award of 3,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2016. The remaining restrictions on these ordinary shares lapse as follows: 750 on May 30, 2017 and 750 on May 30, 2018.
 - (4) 356 shares were withheld from the 750 restricted shares that vested on May 31, 2016. These 356 ordinary shares represent the value of the taxes required to be withheld pursuant to applicable employment or tax laws, as determined by the Issuer. These 750 ordinary shares were awarded to Mr. Pahwa on August 10, 2015 as part of an award of 3,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 31, 2016. The remaining restrictions on these ordinary shares lapse as follows: 750 on May 30, 2017; 750 on May 28, 2018; and 750 on May 28, 2019.
 - (5) All 2,500 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 625 on June 1, 2017; 625 on June 1, 2018; 625 on June 3, 2019 and 625 on June 1, 2020.
 - (6) All 3,000 of these ordinary shares are restricted. The restrictions on these ordinary shares lapse as follows: 750 on October 3, 2016; 750 on October 2, 2017; 750 on October 1, 2018 and 750 on October 1, 2019.
 - (7) 2,027.6908 of these ordinary shares are jointly held by the Reporting Person and his spouse in a joint brokerage account.
 - (8) This option becomes exercisable as follows: 3,750 on June 1, 2017; 3,750 on June 1, 2018; 3,750 on June 3, 2019 and 3,750 on June 1, 2020.

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.