

ALLERGAN INC
Form 4
March 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
Whitcup Scott M

(Last) (First) (Middle)
2525 DUPONT DRIVE
(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLERGAN INC [AGN]

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2015

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)
Executive VP, R&D, CSO

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 |
| Common Stock | 02/20/2015 | | G | V | 9,766 | D | \$ 0 7,409 |
| Common Stock | 03/17/2015 | | A | | 11,273.669 (1) | A | \$ 0 18,682.669 |
| Common Stock | 03/17/2015 | | D | | 18,682.669 (2) | D | (2) 0 |
| Common Stock | 03/17/2015 | | D | | 1,739.1061 (2) | D | (2) 0 I By Esop |
| Common Stock | 03/17/2015 | | D | | 1,709.7067 (2) | D | (2) 0 I By 401(k) |

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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 Number Shares |
| Employee Stock Option (Right to Buy) | \$ 58.55 | 03/17/2015 | | D | 89,200 (3) | (4) 02/02/2017 | 02/02/2017 | Common Stock | 89,200 |
| Employee Stock Option (Right to Buy) | \$ 64.47 | 03/17/2015 | | D | 105,500 | (4) 02/14/2018 | 02/14/2018 | Common Stock | 105,500 |
| Employee Stock Option (Right to Buy) | \$ 40.16 | 03/17/2015 | | D | 130,400 | (4) 02/20/2019 | 02/20/2019 | Common Stock | 130,400 |
| Employee Stock Option (Right to Buy) | \$ 59.13 | 03/17/2015 | | D | 92,600 | (4) 02/22/2020 | 02/22/2020 | Common Stock | 92,600 |
| Employee Stock Option (Right to Buy) | \$ 75.58 | 03/17/2015 | | D | 120,000 | (4) 02/17/2021 | 02/17/2021 | Common Stock | 120,000 |
| Employee Stock Option (Right to Buy) | \$ 105.87 | 03/17/2015 | | D | 60,000 | (4) 02/21/2023 | 02/21/2023 | Common Stock | 60,000 |

| | | | | | | | | |
|--|-----------|------------|---|--------|-----|------------|-----------------|--------|
| Employee Stock Option (Right to Buy) | \$ 87.91 | 03/17/2015 | D | 25,000 | (4) | 02/17/2022 | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 87.91 | 03/17/2015 | D | 67,000 | (4) | 02/17/2022 | Common Stock | 67,000 |
| Employee Stock Option (Right to Buy) | \$ 125.07 | 03/17/2015 | D | 58,815 | (4) | 02/21/2024 | Common Stock | 58,815 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whitcup Scott M 2525 DUPONT DRIVE IRVINE, CA 92612 | | | Executive VP, R&D, CSO | |

Signatures

/s/ Matthew J. Maletta, attorney-in-fact for Scott M.
Whitcup

03/19/2015

**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).

Represents 11,271 performance-based restricted stock units granted on October 29, 2014 and 2.6690 dividend equivalent rights acquired
(1) with respect to each vested restricted stock unit (collectively, the "RSUs"). The RSUs vested in full on the Effective Date pursuant to the terms of the Merger Agreement (each as defined below).

Pursuant to that certain Agreement and Plan of Merger dated November 16, 2014, (the "Merger Agreement") by and among the Issuer, Actavis, Plc ("Actavis") and a wholly-owned subsidiary of Actavis, the Issuer became an indirect wholly-owned subsidiary of Actavis upon consummation of the merger (the "Effective Date"). Each share of common stock was disposed of in exchange for \$129.22 cash plus 0.3683 of an Actavis ordinary share, having a market value of \$307.51 per share on the Effective Date.
(2)

The option was previously reported as covering 44,600 shares at an exercise price of \$117.10. The Issuer effected a two-for-one stock split on June 22, 2007, which resulted in 89,200 shares held by the reporting person at an exercise price of \$58.55.
(3)

Each option vested in full on the Effective Date and was cancelled in exchange for a cash payment equal to the number of shares subject to the option immediately prior to the merger, multiplied by the difference between (i) 0.3683 times \$294.1509 (which represents the 10-day volume weighted average price of Actavis stock starting on the 11th trading day prior to the closing) plus \$129.22 and (ii) the exercise price of the option, subject to the applicable withholding taxes and pursuant to the procedures set forth in the Merger Agreement.
(4)

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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