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PERRIGO CO
Form 8-K
November 03, 2005

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
October 28, 2005

PERRIGO COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|---|
| MICHIGAN | 0-19725 | 38-2799573 |
| ----- | ----- | ----- |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 515 Eastern Avenue, Allegan, Michigan | | 49010 |
| ----- | ----- | ----- |
| (Address of principal executive offices) | | (Zip Code) |
| Registrant's telephone number, including area code: | | (269) 673-8451 |
| | | ----- |

Not Applicable

(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

At the Annual Meeting of Shareholders held on October 28, 2005, shareholders approved an amendment of the Perrigo Company Long-Term Incentive Plan (the "Plan") to increase the number of shares authorized for issuance of awards under the Plan from 2,500,000 to 7,000,000, subject to adjustment for awards that are forfeited or otherwise settled without the delivery of shares.

The Plan was filed as an appendix to the Company's Proxy Statement for its 2004 Annual Meeting of Shareholders filed on September 26, 2003 and is incorporated by reference herein. The amendment was effected through a resolution of the Board of Directors of the Company. This resolution is filed herewith as Exhibit 10(a) and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 10(a) Amendment to the 2003 Long-Term Incentive Plan, effective as of October 28, 2005.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PERRIGO COMPANY
(Registrant)

By: /s/ Todd W. Kingma

Dated: October 31, 2005

Todd W. Kingma
Senior Vice President, Secretary and
General Counsel

Exhibit Index

- Exhibit 10(a) Amendment to the 2003 Long-Term Incentive Plan, effective as of October 28, 2005.

