

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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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 \*  
PYOTT DAVID E I

(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)  
Chairman of the Board and CEO

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                    | 02/12/2015                           |  | G                              | V   | 114,548   | D  | \$ 0  | 114,548 | I | By D & J Pyott Living Trust |
| Common Stock                    | 03/17/2015                           |  | D                              |   | 165,658.1405<br><u>(1)</u> <u>(2)</u> <u>(3)</u>  | D  | <u>(1)</u>  | 0       | D |                             |
| Common Stock                    | 03/17/2015                           |  | D                              |   | 2,180.2798 <u>(1)</u>   | D  | <u>(1)</u>  | 0       | I | By 401(k) Trust             |
| Common Stock                    | 03/17/2015                           |  | D                              |   | 2,896.9356 <u>(1)</u>   | D  | <u>(1)</u>  | 0       | I | By Esop Trust               |

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|              |            |   |                        |   |          |   |   |                             |
|--------------|------------|---|------------------------|---|----------|---|---|-----------------------------|
| Common Stock | 03/17/2015 | D | 114,548 <sup>(1)</sup> | D | <u>1</u> | 0 | I | By D & J Pyott Living Trust |
|--------------|------------|---|------------------------|---|----------|---|---|-----------------------------|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Employee Stock Option (Right to Buy)       | \$ 58.55   | 03/17/2015                           |  | D                              | 386,800 <sup>(4)</sup>  | <sup>(5)</sup> 02/02/2017                                | Common Stock 386,800  |
| Employee Stock Option (Right to Buy)       | \$ 64.47   | 03/17/2015                           |  | D                              | 410,000   | <sup>(5)</sup> 02/14/2018                                | Common Stock 410,000  |
| Employee Stock Option (Right to Buy)       | \$ 75.58   | 03/17/2015                           |  | D                              | 375,000   | <sup>(5)</sup> 02/17/2021                                | Common Stock 375,000  |
| Employee Stock Option (Right to Buy)       | \$ 87.91   | 03/17/2015                           |  | D                              | 312,000   | <sup>(5)</sup> 02/17/2022                                | Common Stock 312,000  |
| Employee Stock Option (Right to Buy)       | \$ 40.16   | 03/17/2015                           |  | D                              | 533,000   | <sup>(5)</sup> 02/20/2019                                | Common Stock 533,000  |

|  |           |            |   |         |     |            |                 |         |
|--|-----------|------------|---|---------|-----|------------|-----------------|---------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 105.87 | 03/17/2015 | D | 303,000 | (5) | 02/21/2023 | Common<br>Stock | 303,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 59.13  | 03/17/2015 | D | 422,400 | (5) | 02/22/2020 | Common<br>Stock | 422,400 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 125.07 | 03/17/2015 | D | 257,756 | (5) | 02/21/2024 | Common<br>Stock | 257,756 |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| PYOTT DAVID E I<br>2525 DUPONT DRIVE<br>IRVINE, CA 92612 | X             |           | Chairman of the Board and CEO |       |

## Signatures

/s/ Matthew J. Maletta, attorney-in-fact for David E.I.  
Pyott

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).

(1) 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) Includes 165,000 performance-based restricted stock units ("RSUs") previously reported on Form 4 filed on February 22, 2012. The RSUs vested in full on the Effective date pursuant to the terms of the Merger Agreement.

(3) Includes shares acquired under the Allergan, Inc. Dividend Reinvestment Plan.

(4) The option was previously reported as covering 193,400 shares at an exercise price of \$117.10. The shares reported herein reflect a two-for-one stock split effected by the Issuer on June 22, 2007.

(5) 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.

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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