

Mallinckrodt plc
Form 4
February 04, 2014

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 *
Trudeau Mark

(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)
02/01/2014

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)
President & 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares | 02/01/2014 | | F | V | 2,423 \$ 57.83 | D | |
| Ordinary Shares | 02/03/2014 | | M ⁽¹⁾ | A | 17,904 \$ 37.85 | D | |
| Ordinary Shares | 02/03/2014 | | S | D | 5,387 \$ 55.17 ⁽²⁾ | D | |
| Ordinary Shares | 02/03/2014 | | S | D | 3,901 \$ 56 ⁽³⁾ | D | |
| Ordinary Shares | 02/03/2014 | | S | D | 5,302 \$ 57.07 | D | |

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| | | | | | | | |
|-----------------|------------|--|---|-----|-----|-------|---------------|
| | | | | | (4) | | |
| | | | | | \$ | | |
| Ordinary Shares | 02/03/2014 | | S | 300 | D | 57.95 | 135,892 (6) D |
| | | | | | (5) | | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Share Options (Right to Buy) | \$ 37.85 | 02/03/2014 | | M | 17,904 | 02/01/2013(7) 01/31/2022 | Ordinary Shares | 17,904 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trudeau Mark 675 MCDONNELL BLVD. HAZELWOOD, MO 63042 | X | | President & CEO | |

Signatures

/s/ Miriam Rogers Singer,
Attorney-in-Fact

02/04/2014

**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)

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The transactions reported in this Form 4 were effected pursuant to a Rule 10b-5-1 Plan adopted by the reporting person on December 11, 2013.

This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$54.58 to \$55.57, inclusive.

- (2) Mr. Trudeau 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 ranges set forth in footnotes (2) - (5) to this Form 4.
- (3) This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$55.58 to \$56.57, inclusive.
- (4) This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$56.58 to \$57.57, inclusive.
- (5) This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$57.58 to \$57.99, inclusive.
- (6) Includes 154 shares acquired under the Mallinckrodt employee stock purchase plan on January 6, 2014.
- (7) The options representing rights to purchase 71,616 ordinary shares became exercisable in four equal installments beginning on February 1, 2013, which is the first anniversary from the date of the grant.

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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