

Rosebrough Walter M Jr
Form 4
May 31, 2018

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 *
Rosebrough Walter M Jr

(Last) (First) (Middle)

C/O RUTHERFORD HOUSE,
STEPHENSONS
WAY, CHADDESSEN

(Street)

DERBY, X0 DE21 6LY

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2018

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Ordinary Shares, 10 pence par value	05/29/2018		S		10,697 D \$ 102.91 (1)	52,573	D
Ordinary Shares, 10 pence par value	05/29/2018		F		1,626 (2) D \$ 103.97	50,947	D
Ordinary Shares, 10 pence par	05/30/2018		F		2,842 (3) D \$ 104.57	48,105	D

value

Ordinary Shares, 10 pence par value
 05/30/2018 F 2,211 (4) D \$ 104.57 45,894 (5) D

Ordinary Shares, 10 pence par value
 43,806 I See Footnote Below. (6)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosebrough Walter M Jr C/O RUTHERFORD HOUSE, STEPHENSONS WAY CHADDESSEN DERBY, X0 DE21 6LY	X		President & CEO	

Signatures

/s/ Ronald E. Snyder, Authorized Representative under Power of Attorney
 05/31/2018

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) This represents the average sales price of the 10,697 shares sold in the open market. The actual sales prices ranged from \$102.73 per share to \$103.23 per share. The Reporting Person, upon request by the SEC staff, will provide full information regarding the number of shares sold at each of the separate sales prices

(2) 1,626 shares were withheld from the 3,625 restricted shares that vested on May 29, 2018. These 1,626 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 3,625 ordinary shares were awarded to Mr. Rosebrough on August 10, 2015 as part of an award of 14,500 restricted shares. These vested shares were valued at the NYSE closing market price on May 29, 2018. The remaining restrictions on these ordinary shares lapse as follows: 3,625 on May 28, 2019.

(3) 2,842 shares were withheld from the 4,250 restricted shares that vested on May 30, 2018. These 2,842 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 4,250 ordinary shares were awarded to Mr. Rosebrough on May 30, 2014 as part of an award of 17,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 30, 2018.

(4) 2,211 shares were withheld from the 4,000 restricted shares that vested on May 30, 2018. These 2,211 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 4,000 ordinary shares were awarded to Mr. Rosebrough on May 30, 2017 as part of an award of 16,000 restricted shares. These vested shares were valued at the NYSE closing market price on May 30, 2018. The remaining restrictions on these ordinary shares lapse as follows: 4,000 on May 30, 2019; 4,000 on May 30, 2020; and 4,000 on May 30, 2021.

(5) These 45,894 ordinary shares are held by the Reporting Person as Trustee of a revocable trust established for his benefit. 29,668 of these Ordinary Shares are restricted. The restrictions on the restricted Ordinary Shares lapse as follows: 4,681 on June 1, 2018; 3,625 on May 28, 2019; 4,000 on May 30, 2019; 4,681 on June 3, 2019; 4,681 on June 1, 2020; 4,000 on June 1, 2020 and 4,000 on June 1, 2021.

(6) These ordinary shares are held by the Reporting Person's Spouse as Trustee of a revocable trust established for her benefit.

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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