

Breeden Richard C
 Form 4/A
 March 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Breeden Richard C

(Last) (First) (Middle)

C/O BREEDEN CAPITAL
 MANAGEMENT LLC, 100
 NORTHFIELD STREET

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/16/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/05/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares, No Par Value	03/16/2011		A		7,514 (2)	A	(2) 18,458
Common Shares, No Par Value	08/03/2011		A		\$ 1,186	A	\$ 31.61 19,644
Common Shares, No Par Value	08/03/2011		A		\$ 0 1,186	A	\$ 0 20,830 (3)
Common							5,067,321 I See

Edgar Filing: Breeden Richard C - Form 4/A

Shares, No
Par Value

footnote
(1)

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.

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)	8. Amount or Number of Shares
Option to Purchase Common Shares	\$ 31.61	08/03/2011		A	3,121	02/03/2012 08/03/2021	Common Shares, No Par Value	3,121

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Breeden Richard C C/O BREEDEN CAPITAL MANAGEMENT LLC 100 NORTHFIELD STREET GREENWICH, CT 06830	X			
---	---	--	--	--

Signatures

/s/ Richard C. Breeden 03/07/2013

**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).

Edgar Filing: Breeden Richard C - Form 4/A

- (1) This amendment is being filed to correct a previously filed Form 4. Other than as described in footnotes 2 and 3, there are no other changes from the information originally reported.

- (2) 7,514 shares were granted to a former employee of Breeden Capital Management in connection with that employee's service as a director of the Issuer. Such shares were, however, held on behalf of Breeden Capital Management. As a result of the employee's departure from the firm, the shares were transferred to Mr. Breeden on the records of the Issuer's transfer agent on March 16, 2011. This total was inadvertently left out of Mr. Breeden's reported holdings at that time, and this oversight was only recently discovered.

- (3) As of August 3, 2011, Mr. Breeden held of record 20,830 shares of Common Stock directly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.