

Edgar Filing: PERRIGO CO - Form 11-K

PERRIGO CO
Form 11-K
June 28, 2006

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

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK
REPURCHASE SAVINGS AND SIMILAR PLANS
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the year ended: December 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission file number 0-19725

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

Perrigo Company Profit-Sharing and Investment Plan

B. Name of the issuer of the securities held pursuant to the plan and the
address of its principal executive office:

Perrigo Company
515 Eastern Avenue
Allegan, MI 49010

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934,
the trustees (or other persons who administer the employee benefit plan) have
duly caused this annual report to be signed on its behalf by the undersigned
hereunto duly authorized.

Perrigo Company Profit-Sharing and Investment Plan

Edgar Filing: PERRIGO CO - Form 11-K

(Name of Plan)

Date: June 28, 2006

/s/ Douglas R. Schrank

Douglas R. Schrank
Executive Vice President and Chief Financial Officer
Principal Accounting and Financial Officer
Perrigo Company

PERRIGO COMPANY
PROFIT-SHARING AND
INVESTMENT PLAN

FINANCIAL STATEMENTS AND SCHEDULE
For The Years Ended December 31, 2005 and 2004

PERRIGO COMPANY
PROFIT-SHARING AND
INVESTMENT PLAN

=====

FINANCIAL STATEMENTS AND SCHEDULE
For The Years Ended December 31, 2005 and 2004

PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

CONTENTS

=====

INDEPENDENT AUDITORS' REPORT	3
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits - December 31, 2005 and 2004	4
Statements of Changes in Net Assets Available for Benefits - Years Ended December 31, 2005 and 2004	5
Notes to Financial Statements	6-10

Edgar Filing: PERRIGO CO - Form 11-K

SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) -
December 31, 2005

11

2

[BDO LOGO] BDO SEIDMAN, LLP 99 Monroe Avenue N.W., Suite 800
Accountants and Consultants Grand Rapids, Michigan 49503-2654
Telephone: (616) 774-7000
Fax: (616) 776-3680

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Perrigo Company
Allegan, Michigan

We have audited the accompanying statements of net assets available for benefits of Perrigo Company Profit-Sharing and Investment Plan as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan Administrator. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Perrigo Company Profit-Sharing and Investment Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2005 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan Administrator. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements, and, in our

Edgar Filing: PERRIGO CO - Form 11-K

opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ BDO SEIDMAN, LLP

Grant Rapids, Michigan
June 6, 2006

3

PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2005	2004
Investments, at fair value (Note 2)		
Putnam Money Market Fund	\$ 11,969,499*	\$ 10,821,661*
Mutual funds:		
Van Kampen Growth and Income Fund	23,920,852*	21,871,835*
Putnam Vista Fund	18,422,563*	17,091,341*
Dodge & Cox Balanced Fund	18,022,892*	16,886,582*
MSDW Institutional Small Company Growth Class B	15,665,008*	14,129,279*
Pimco Total Return Institutional	9,696,924*	9,361,170*
Neuberger Berman Genesis Trust	9,693,501*	7,675,363*
Putnam International Equity Fund	8,856,111*	7,067,512
Harbor Capital Appreciation Fund	7,702,509	6,388,000
ABN AMRO Growth Fund Class N	6,793,016	6,558,605
Calamos Growth Fund	3,417,586	2,007,929
Harbor International Fund	3,503,240	1,491,507
Common/collective trust:		
Putnam S & P 500 Fund	10,953,004*	10,338,285*
Perrigo Company common stock	10,607,899*	11,977,865*
Participant loans	4,143,438	3,248,544
Total investments	163,368,042	146,915,478
Receivables		
Employer contributions	75,244	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 163,443,286	\$ 146,915,478

See accompanying notes to financial statements.

* Represents 5% or more of net assets available for benefits.

PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31,	2005	2004
ADDITIONS		
Contributions:		
Participant	\$ 7,775,215	\$ 7,686,361
Employer	7,177,387	8,391,486
Investment income:		
Interest income from cash equivalents and participant loans	243,864	196,639
Net gain from mutual funds	11,818,949	13,748,463
Net gain from common/collective trust	487,837	994,932
Net gain (loss) from Perrigo Company common stock:		
Net appreciation (depreciation)	(1,661,883)	1,061,142
Dividends	113,639	97,066
Total additions	25,955,008	32,176,089
DEDUCTIONS		
Distribution of benefits to participants	9,413,597	8,236,968
Administrative fees	13,603	12,063
Total deductions	9,427,200	8,249,031
Net increase	16,527,808	23,927,058
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	146,915,478	122,988,420
NET ASSETS AVAILABLE FOR BENEFITS, end of year	\$ 163,443,286	\$ 146,915,478

See accompanying notes to financial statements.

=====

1. PLAN DESCRIPTION

The following description of the Perrigo Company Profit-Sharing and Investment Plan (formerly the L. Perrigo Investment Plan and Trust) (Plan) provides only general information. Participants should refer to the plan agreement or plan summary for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan in which substantially all employees of Perrigo Company, Perrigo Company of South Carolina, Perrigo Sales Company, Perrigo Research and Development, Perrigo Pharmaceuticals and Perrigo International, Inc. (Company) are eligible to participate. As of September 1, 2005, the minimum term of service for employees to participate in the Plan is one month of service which means a consecutive 30-day period of employment beginning with the Employee's date of hire. Prior to September 1, 2005 the eligibility requirement was a consecutive four-month period of employment. Plan entry dates are at the beginning of each payroll period after the minimum term requirements are satisfied. For employees hired after December 31, 2002, the Plan has automatic enrollment. Under this enrollment, 2% of participant's compensation will automatically be deferred into the Plan. The 2% automatic deferral amount is invested in the Putnam Money Market Fund. The participant has the option to withdraw from the Plan within 45 days after participant eligibility is met, or choose to increase the deferral percentage. For employees hired after September 1, 2005, the Plan increases the automatic enrollment percentage by 1% in each of the following two years to bring the total deferral amount to at least 4%. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by an administrative committee (Committee).

CONTRIBUTIONS

A participant may contribute to the Plan annually an amount not less than 1% and not more than 50% of his or her compensation, up to the dollar limit set by the federal government (for 2005, limit is \$14,000). Participants who are at least 50 years of age by the end of a Plan year, may elect to make an additional "catch up" contribution salary deferral for that Plan year (for 2005, "catch up" limit is \$4,000). The Company has agreed to match employee contributions per plan year at the rate of 100% of the first 2% of employee contributions and 50% of the next 2% of employee contributions. The minimum term of service for employees to be eligible for employer matching

contributions in the Plan is one year. Amounts credited to a

Edgar Filing: PERRIGO CO - Form 11-K

participant's investment account relating to participant contributions and employer matching contributions are 100% vested at all times. The Company has the right under the Plan to discontinue such contributions at any time.

The Company has agreed to voluntarily contribute such amounts as determined by the board of directors of the Company. The Employer's voluntary contribution is allocated based on the ratio of the participant's eligible compensation to aggregate participants' eligible compensation for the year. Vesting of the Employer's voluntary contribution begins at 33% when two years of service are met and then increases at a rate of 33% for each additional year of service until 100% is reached after four years.

Discretionary contributions in the amounts of \$4,063,551 and \$5,404,979 were made by the Company in 2005 and 2004, respectively.

PARTICIPANT ACCOUNTS

Participants direct the investment of their contributions, the employer matching contribution and the Employer's voluntary contribution into various investment options offered by the Plan. Currently, the Plan offers mutual funds, a common/collective trust and the Company's common stock as investment options for plan participants.

PARTICIPANT LOANS

Participants may, with the consent of the Committee, borrow an amount not to exceed the lesser of 50% of their account balance or \$50,000. The amount must be at least \$1,000. The loans are secured by an equivalent amount in the remaining portion of the participant's salary deferral contribution and rollover accounts. All loans must be repaid within five years, except for loans used to acquire or rehabilitate a principal residence, which must be repaid within ten years. Interest rates ranged from 6.0% to 11.5% on outstanding loans at December 31, 2005. The loans are repaid ratably through payroll deductions. The interest earned on participant loans is allocated to the respective funds, in accordance with participant elections.

WITHDRAWALS

A participant may elect to withdraw up to an amount equal to the balance in the participant's elective contribution account on the allocation date coinciding with or

7

PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

=====

immediately preceding the date of withdrawal, provided the Committee determines that: (1) the purpose of the withdrawal is to meet an immediate and heavy financial need of the participant, (2) the amount of the withdrawal does not exceed such financial need, (3) the amount of the withdrawal is not reasonably available from other resources of the participant, and (4) all available plan loans have been taken. This

Edgar Filing: PERRIGO CO - Form 11-K

hardship withdrawal is subject to 10% federal income tax penalty and the participant cannot make elective deferrals for 6 months following the hardship withdrawal.

A participant may also elect to make a similar withdrawal, provided that participant has reached fifty-nine and one half years of age, even if the participant is still employed.

PAYMENT OF BENEFITS

Upon termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested account or annual installments. Participants may also elect to transfer their account balance into another qualified retirement plan.

FORFEITURES

Forfeited unvested accounts in the amount of \$30,978 and \$67,768 in 2005 and 2004, respectively, were reallocated to remaining plan participants. Forfeitures are applied to participant accounts as an additional employer discretionary contribution. No additional forfeited amounts remained in the Plan at December 31, 2005.

2. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The accompanying financial statements have been prepared under the accrual method of accounting.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates. The Plan utilized various investment instruments, which are exposed to various risks, such as interest rate, credit, and overall

PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

=====

market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the financial statements.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments in mutual funds and Perrigo Company common stock are stated at fair value based on quoted market prices. Common/collective trust is stated at its fair value as determined by the trustee/custodian based

Edgar Filing: PERRIGO CO - Form 11-K

upon quoted market prices of the underlying securities. Participant loans are stated at cost, which approximates fair value. Investment purchases and sales are recorded on a trade-date basis. Interest is recorded on an accrual basis.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

3. ASSETS IN TRUST FUND

Under the terms of the trust agreement with Putnam Fiduciary Trust Company (Putnam), the custodian manages the trust fund on behalf of the Plan. Putnam has discretionary investment authority over the investments held in each investment option made available to participants, except for the investments in Perrigo Company common stock.

4. RELATED PARTY TRANSACTIONS

Certain Plan investments throughout the year represented shares of various types of investments that were managed by Mercer. These transactions qualify as party-in-interest. Administrative fees paid by the Plan to Mercer amounted to \$13,603 and \$12,063 in 2005 and 2004, respectively.

5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right to discontinue contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of termination, all participants will become fully vested in their accounts.

11

PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

=====

6. INCOME TAX STATUS

The Plan obtained its latest determination letter on October 3, 2002, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code (Code). The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

12

PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Edgar Filing: PERRIGO CO - Form 11-K

EIN: 38-2799573
Plan Number: 003

December 31, 2005

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, including Shares, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost
	Putnam Money Market Fund	11,969,499 shares	**
	Mutual funds:		
	Van Kampen Growth and Income Fund	1,164,511 shares	**
	Putnam Vista Fund	1,728,195 shares	**
	Dodge & Cox Balanced Fund	221,575 shares	**
	MSDW Institutional Small Company Growth Class B	1,272,543 shares	**
	Pimco Total Return Institutional	923,517 shares	**
	Neuberger Berman Genesis Trust	199,660 shares	**
	Putnam International Equity Fund	338,925 shares	**
	Harbor Capital Appreciation Fund	235,839 shares	**
	ABN AMRO Growth Fund Class N	304,756 shares	**
	Calamos Growth Fund	62,070 shares	**
	Harbor International Fund	71,031 shares	**
	Common/collective trust:		
	Putnam S & P 500 Fund	340,473 shares	**
*	Perrigo Company common stock	711,462 shares	**
*	Participant loans	(6.0% to 11.5%)	**

* A party-in-interest as defined by ERISA.

** The cost of participant-directed investments is not required to be disclosed.

11

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
23	Consent of Independent Registered Public Accounting Firm