

PYOTT DAVID E I
Form 4
February 22, 2012

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

2. Issuer Name and Ticker or Trading Symbol
ALLERGAN INC [AGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2525 DUPONT DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

IRVINE, CA 92612

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/17/2012 | | A | (A) Amount 165,000 (1) | \$ 0 184,473 | D | |
| Common Stock | 02/17/2012 | | F | (D) Amount 955 (2) | \$ 87.91 183,518 | D | |
| Common Stock | 02/17/2012 | | A | (A) Amount 2,045 (3) | \$ 0 185,563 | D | |
| Common Stock | | | | | 2,168.9449 | I | By 401(k) Trust (4) |
| Common Stock | | | | | 2,881.8358 | I | By Esop Trust (5) |

Common Stock 206,923 I By Living Trust ⁽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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 87.91 | 02/17/2012 | | A | 312,000 | ⁽⁷⁾ 02/17/2022 | Common Stock | 0 |

Reporting Owners

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

Signatures

/s/ Matthew J. Maletta, attorney-in-fact for David E.I. Pyott 02/22/2012

**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) Represents shares of the issuer's common stock underlying performance-based restricted stock units ("RSUs"). The RSUs will vest, if at all, only if (i) certain performance goals tied to the market value of the issuer's common stock are achieved during the performance period of February 17, 2012 through February 16, 2017 and (ii) the reporting person remains continuously employed with the issuer throughout

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the performance period. The RSUs may vest earlier on an accelerated basis in the event of the reporting person's termination of employment due to death or disability or a qualifying termination of the reporting person's employment following a change in ownership or control of the issuer.

Exempt disposition to the issuer, effective 2/17/2012, of a number of shares determined to be sufficient to satisfy tax withholding obligations resulting from the lapse of restrictions on an exempt award of 2,045 shares of restricted stock granted on 2/17/2012 (the

- (2) Restricted Stock Award), under the issuer's bonus plan. The restrictions lapsed on the Restricted Stock Award as of the participant's normal retirement eligibility date, which is the later of (i) the date on which the participant reaches age 55, and (ii) the date the participant has been employed by the issuer for 5 years.
- (3) Represents shares of the issuer's common stock issued under the 2011 Executive Bonus Plan.
- (4) Shares allocated to reporting person's SIP account as of reporting date.
- (5) Shares allocated to the reporting person's ESOP account as of reporting date.
- (6) David and Julianna Pyott Living Trust dated June 14, 1999, in which the reporting person has a pecuniary interest and of which the reporting person and his spouse are each trustees.
- (7) The option becomes exercisable in four equal annual installments beginning February 17, 2013.

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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