

Forest Laboratories, LLC
 Form 4
 July 03, 2014

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 *
 Taglietti Marco

(Last) (First) (Middle)

C/O FOREST LABORATORIES, INC., 909 THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Forest Laboratories, LLC [FRX]

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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)
				(A) or (D) Price			
Common Stock	07/01/2014		D	62,410	D ① 0	D	
Restricted Stock	07/01/2014		D	31,334	D ② 0	D	

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 39.88	07/01/2014		D			12,535	<u>(3)</u>	08/12/2017	Common Stock
Stock Option (Right to Buy)	\$ 39.88	07/01/2014		D			47,465	<u>(4)</u>	08/12/2017	Common Stock
Stock Option (Right to Buy)	\$ 24.12	07/01/2014		D			4,145	<u>(5)</u>	12/08/2018	Common Stock
Stock Option (Right to Buy)	\$ 24.12	07/01/2014		D			20,855	<u>(6)</u>	12/08/2018	Common Stock
Stock Option (Right to Buy)	\$ 31.27	07/01/2014		D			3,198	<u>(7)</u>	12/06/2019	Common Stock
Stock Option (Right to Buy)	\$ 31.27	07/01/2014		D			36,802	<u>(8)</u>	12/06/2019	Common Stock
Stock Option (Right to Buy)	\$ 32.17	07/01/2014		D			3,108	<u>(9)</u>	12/05/2020	Common Stock
Stock Option (Right to Buy)	\$ 32.17	07/01/2014		D			56,892	<u>(10)</u>	12/05/2020	Common Stock
Stock Option (Right to Buy)	\$ 30	07/01/2014		D			1	<u>(11)</u>	12/04/2021	Common Stock
Stock Option (Right to Buy)	\$ 30	07/01/2014		D			62,099	<u>(12)</u>	12/04/2021	Common Stock
Stock Option (Right to Buy)	\$ 34.04	07/01/2014		D			2,938	<u>(13)</u>	05/06/2022	Common Stock

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The options, 14,490 of which are currently exercisable, 14,490 of which vest on May 21, 2015, 14,490 of which vest on May 21, 2016, and 11,850 of which vest on May 21, 2017, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

- (17) The performance conditions with respect to the issuer performance stock unit award were deemed to be earned based on target performance as of the effective time of the transaction, and the performance stock unit award (as so earned) will vest on April 1, 2015, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.

- (18) The performance conditions with respect to the issuer performance stock unit award were deemed to be earned based on target performance as of the effective time of the transaction, and the performance stock unit award (as so earned) will vest on April 1, 2016, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.

- (19) Each outstanding performance stock unit award (as deemed earned pursuant to the Merger Agreement) was assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224.00 per share on the effective date of the merger for each issuer share underlying the performance stock unit award.

Remarks:

EVP - Drug Dev. & Research, and Chief Medical Officer

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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