

Jones Trevor M
Form 4
May 02, 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 *
Jones Trevor M

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)
04/30/2012

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/01/2012		F	D	1,444 (1) \$ 96.39	20,016	D
Common Stock	05/01/2012		A	A	4,800 (2) (3) \$ 0	24,827 (4) (5)	D

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)

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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)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(6)</u>	04/30/2012		A		12.5		<u>(8)</u>	<u>(8)</u>	Common Stock	12.5	\$ 96.3
Phantom Stock Units	<u>(6)</u>	04/30/2012		A		12.5		<u>(8)</u>	<u>(8)</u>	Common Stock	12.5	\$ 96.3
Phantom Stock Units	<u>(6)</u>	05/01/2012		A		16.6		<u>(8)</u>	<u>(8)</u>	Common Stock	16.6	\$ 96.3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Trevor M 2525 DUPONT DRIVE IRVINE, CA 92612			X	

Signatures

/s/ Matthew J. Maletta, Attorney-in-Fact for Trevor M. Jones
 Date: 05/02/2012

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 otherwise issuable to the Reporting Person that were withheld to satisfy the Issuer's tax withholding obligation upon settlement of restricted stock units ("RSUs").
- Represents shares of the Issuer's common stock underlying RSUs awarded to the Reporting Person. The RSUs will vest in full upon the earlier to occur of (i) the first anniversary of the grant date, or (ii) the annual meeting during the calendar year following the grant date of
- (2) the RSUs at which one or more members of the Issuer's board of directors is standing for re-election, provided the Reporting Person remains in the Issuer's service on such date. The RSUs may vest earlier on an accelerated basis in the event of the Reporting Person's termination of service due to death or disability.
- (3)

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Twenty percent (20%) of the shares of the Issuer's common stock underlying the RSUs will be issued to the Reporting Person no later than ten (10) business days after the RSUs vest. The remaining shares of the Issuer's common stock underlying the RSUs will be issued to the Reporting Person no later ten (10) business days following the Reporting Person's retirement as an Allergan, Inc. director.

- (4) Includes shares acquired pursuant to dividend equivalent rights attached to RSUs previously granted to the Reporting Person.
- (5) Includes 4,800 shares of the Issuer's common stock underlying the RSUs awarded.
- (6) Converts to common stock on a 1-for-1 basis.
- (7) Phantom stock units acquired under the Allergan, Inc. Deferred Directors' Fee Program in lieu of cash for meeting fees.
- (8) Phantom stock units are to be settled 100% in common stock upon the Reporting Person's retirement as an Allergan, Inc. director.

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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