

ALLERGAN INC
Form 424B3
April 24, 2002

Prospectus Supplement No. 23
to
Prospectus Dated December 8, 2000

ALLERGAN, INC.

Liquid Yield Option Notes due 2020
(Zero Coupon Subordinated)

The following information supplements, and must be read in connection with, the information contained in the Prospectus, dated December 8, 2000 (the Prospectus), of Allergan, Inc., a Delaware corporation. This Prospectus Supplement must be delivered with a copy of the Prospectus. All capitalized terms not otherwise defined herein have the respective meanings ascribed to them in the Prospectus.

The following information replaces in its entirety the information provided in the Prospectus under the caption Selling Securityholders.

Selling Securityholders

The LYONs were originally issued by us and sold by Merrill Lynch, Pierce, Fenner & Smith Incorporated (the Initial Purchaser) in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by such Initial Purchaser to be qualified institutional buyers (as defined by Rule 144A under the Securities Act). The Selling Securityholders (which term includes their transferees, pledges, donees or successors) may from time to time offer and sell pursuant to this prospectus any and all of the LYONs and common stock.

Set forth below are the names of each Selling Securityholder, the principal amount of LYONs that may be offered by such Selling Securityholder pursuant to this prospectus and the number of shares of common stock into which such LYONs are convertible. Unless set forth below, none of the Selling Securityholders has had a material relationship with us or any of our predecessors or affiliates within the past three years.

The following table sets forth certain information received by us on or prior to April 23, 2002. However, any or all of the LYONs or common stock listed below may be offered for sale pursuant to this prospectus by the Selling Securityholders from time to time. Accordingly, no estimate can be given as to the amounts of LYONs or common stock that will be held by the Selling Securityholders upon consummation of any such sales. In addition, the Selling Securityholders identified below may have sold, transferred, or otherwise disposed of all or a portion of their LYONs since the date on which the information regarding their LYONs was provided, in transactions exempt from the registration requirements of the Securities Act.

Edgar Filing: ALLERGAN INC - Form 424B3

Name	Aggregate Principal Amount of LYONs at Maturity that May Be Sold	Percentage of LYONs Outstanding	Common Stock Owned Prior to Conversion	Common Stock Registered Hereby(1)
1976 Distribution Trust F/B/O A.R. Lauder/Zinterkhoffer	\$ 32,000	*		184
1976 Distribution Trust F/B/O Jene A. Lauder	32,000	*		184
AIB Securities Services	22,800,000	3.47		131,362
AIG Soundshore Opportunity Holding Fund Ltd.	4,250,000	*		24,486
AIG Soundshore Strategic Holding Fund Ltd.	4,250,000	*		24,486
AIG/National Union Fire Insurance	2,035,000	*		11,725
Allstate Life Insurance Company	5,500,000	*	31,000(2)	31,688
Aloha Airlines Non-Pilots Pension Trust	375,000	*		2,161
Aloha Pilots Retirement Trust	210,000	*		1,210
American Fidelity Assurance Company	200,000	*		1,152
American Motorist Insurance Company	1,309,000	*		7,542
Amerisure Companies/Michigan Mutual Insurance Co.	550,000	*		3,169
AmSouth Bank, Custodian for AmSouth Variable Equity Income Fund	2,180,000	*		12,560
AmSouth Bank, Custodian for AmSouth Equity Income Fund	4,900,000	*		28,231
Arapahoe County Colorado	111,000	*		640
Arkansas Teachers Retirement	9,113,000	1.39		52,505
Arpeggo Fund, LP	4,200,000	*		24,198
Associated Electric & Gas Insurance Services Limited	1,000,000	*		5,762
Attorney s Title Insurance Fund, Inc.	500,000	*		2,881
Aventis Pension Master Trust	385,000	*		2,218
Banc of America Securities LLC	500,000	*		2,881
Bancroft Convertible Fund, Inc.	815,000	*		4,696
Bank Austria Cayman Island, Ltd.	2,500,000	*		14,404
Baptist Health of South Florida	482,000	*		2,777
Bay County PERS	455,000	*		2,621
Blue Cross Blue Shield of Florida	2,000,000	*		11,523
Boilermaker Blacksmith Pension Trust	2,275,000	*		13,107
Boston Museum of Fine Art	245,000	*		1,412
British Virgin Islands Social Security Board	84,000	*		484
BS Debt Income Fund Class A	25,000	*		144
C & H Sugar Company, Inc.	575,000	*		3,313
CA State Automobile Assn Inter-Insurance	1,100,000	*		6,338
CALAMOS® Convertible Fund - CALAMOS® Investment Trust	3,690,000	*		21,260
CALAMOS® Convertible Growth and Income Fund				
CALAMOS® Investment Trust	2,370,000	*		13,655
CALAMOS® Convertible Portfolio - CALAMOS® Advisors Trust	150,000	*		864

Edgar Filing: ALLERGAN INC - Form 424B3

Name	Aggregate Principal Amount of LYONs at Maturity that May Be Sold	Percentage of LYONs Outstanding	Common Stock Owned Prior to Conversion	Common Stock Registered Hereby(1)
CALAMOS® Global Convertible Fund - CALAMOS®				
Investment Trust	500,000	*		2,881
California State Automobile Inter Insurance	390,000	*		2,247
California State Automobile Retirement Pension	90,000	*		519
Capital Care, Inc.	60,000	*		346
CareFirst of Maryland, Inc.	275,000	*		1,584
Charitable Convertible Securities Fund	380,000	*		2,189
Charitable Income Fund	150,000	*		864
Chrysler Corporation Master Retirement Trust	2,960,000	*		17,054
CIBC World Markets International Arbitrage Corp.	8,000,000	1.22		46,092
City of Albany Pension Plan	215,000	*		1,239
City of Birmingham Retirement & Relief System	1,800,000	*		10,371
City of Knoxville Pension System	520,000	*		2,996
City University of New York	271,000	*		1,561
Clinton Riverside Convertible Portfolio Limited	3,000,000	*		17,285
Conseco Annuity Assurance Multi-bucket Annuity Convertible Bond Fund	9,000,000	1.37		51,854
Conseco Fund Group Convertible Securities Fund	2,000,000	*		11,523
Continental Assurance Company	1,400,000	*		8,066
Continental Casualty Company	7,600,000	1.16		43,787
Credit Suisse First Boston Corporation	13,663,000	2.08		78,719
Daimler Chrysler Corporation Emp. #1 Pension Plan DTD 4/1/89	5,665,000	*		32,639
DeAm Convertible Arbitrage Fund	3,500,000	*		20,165
Delta Air Lines Master Trust (c/o Oaktree Capital Management, LLC)	1,065,000	*		6,136
Delta Airlines Master Trust	4,280,000	*		24,659
Deutsche Bank Alex Brown Inc.	39,000	*		225
Dorinco Reinsurance Company	1,500,000	*		8,642
EB Convertible Securities Fund	800,000	*		4,609
Elf Aquitaine	400,000	*		2,305
Ellsworth Convertible Growth and Income Fund, Inc.	815,000	*		4,696
Engineers Joint Pension Fund	1,006,000	*		5,796
Enterprise Convertible Security Fund	127,000	*		732
Fidelity Financial Trust: Fidelity Convertible Securities Fund(3)	10,800,000	1.64		62,224
Fidelity Financial Trust: Fidelity Equity-Income Fund(3)	18,103,000	2.75		104,300

Edgar Filing: ALLERGAN INC - Form 424B3

Name	Aggregate Principal Amount of LYONs at Maturity that May Be Sold	Percentage of LYONs Outstanding	Common Stock Owned Prior to Conversion	Common Stock Registered Hereby(1)
Fidelity Management Trust Company on behalf of accounts managed by it(4)	1,097,000	*		6,320
Field Foundation of Illinois	40,000	*		230
Finance Factors Limited	450,000	*		2,593
First Republic Bank	175,000	*		1,008
Franklin and Marshall College	375,000	*		2,161
Free State Health Plan, Inc.	80,000	*		461
GE Pension Trust	2,800,000	*		16,132
Global Bermuda Limited Partnership	750,000	*		4,321
Genesee County Employees Retirement System	475,000	*		2,737
Goldman Sachs and Company	23,000,000	3.50		132,515
Grady Hospital Foundation	243,000	*		1,400
Greek Catholic Union	35,000	*		202
Greek Catholic Union II	30,000	*		173
Group Hospitalization and Medical Services, Inc.	300,000	*		1,728
Gryphon Domestic III, LLC	12,200,000	1.86		70,290
H.K. Porter Company, Inc.	60,000	*		346
Hamilton Partners Limited	1,000,000	*		5,762
Hawaiian Airlines Employees Pension Plan IAM	170,000	*		979
Hawaiian Airlines Pension Plan for Salaried Employees	35,000	*		202
Hawaiian Airlines Pilots Retirement Plan	330,000	*		1,901
HealthNow New York, Inc.	175,000	*		1,008
IL Annuity and Insurance Company	6,000,000	*		34,569
Independence Blue Cross	235,000	*		1,354
ING Barings LLC	50,000	*		288
Investcorp-SAM Fund Limited	13,000,000	1.98		74,900
Island Insurance Convertible Account	310,000	*		1,786
Islands Holdings	125,000	*		720
Jackson County Employees Retirement System	375,000	*		2,161
Jefferies & Co.	4,000,000	*		23,046
Julius Baer Multibond Convertbond	1,250,000	*		7,202
KBC Financial Products USA, Inc.	2,000,000	*		11,523
Kerr McGee Corporation	1,750,000	*		10,083
Kettering Medical Center Funded Depreciation Account	145,000	*		835
Key Trust Convertible Securities Fund	160,000	*		922
Key Trust Fixed Income Fund	210,000	*		1,210
Knoxville Utilities Board Retirement System	335,000	*		1,930
Lakeshore International Ltd.	1,750,000	*		10,083
Lancer Securities Cayman	1,400,000	*		8,066
Lehman Brothers Inc.	54,820,000	8.34		315,845
Local Universities Support Corporation	108,000	*		622

Edgar Filing: ALLERGAN INC - Form 424B3

Name	Aggregate Principal Amount of LYONs at Maturity that May Be Sold	Percentage of LYONs Outstanding	Common Stock Owned Prior to Conversion	Common Stock Registered Hereby(1)
Louisiana Workers Compensation Corporation	325,000	*		1,872
Lumberman's Mutual Casualty	1,039,000	*		5,986
Lutheran Brotherhood	3,000,000	*		17,285
Lydian Overseas Partners Master Fund	24,000,000	3.65		138,276
Macomb County Employees Retirement System	325,000	*		1,872
McMahan Securities Co. L.P.	975,000	*		5,617
Merrill Lynch Insurance Group	569,000	*		3,278
Merrill Lynch, Pierce, Fenner & Smith, Inc.(5)	31,922,000	4.86		183,919
Merrill Lynch Quantitative Advisors Securities Arbitrage Ltd.	11,500,000	1.75		66,257
Morgan Stanley & Co.	20,000,000	3.04		115,230
Morgan Stanley Dean Witter Convertible Securities Trust	3,600,000	*		20,741
Motion Picture Industry Health Plan Active Member Fund	345,000	*		1,988
Motion Picture Industry Health Plan Retiree Member Fund	175,000	*		1,008
Museum of Fine Arts, Boston	20,000	*		115
Nabisco Holdings	67,000	*		386
Nalco Chemical Company	750,000	*		4,321
Nashville Electric Service	325,000	*		1,872
New Orleans Firefighters Pension/Relief Fund	252,000	*		1,452
New York Life Insurance and Annuity Corporation	1,250,000	*		7,202
New York Life Insurance Company	11,250,000	1.71		64,817
Nicholas Applegate Convertible Fund	3,165,000	*		18,235
Nicholas Applegate Global Holdings Co. LP	80,000	*		461
Nicholas Applegate Investment Grade Convertible	13,000	*		75
Norcal Mutual Insurance Company	400,000	*		2,305
Occidental Petroleum	433,000	*		2,495
OCM Convertible Trust	1,355,000	*		7,807
Ohio Bureau of Workers Compensation	302,000	*		1,740
Oxford, Lord, Abbett & Co.	2,750,000	*		15,844
Pacific Life Insurance Company	2,000,000	*		11,523
Pacific Specialty (Convertibles)	850,000	*		4,897
Palladin Securities	1,050,000	*		6,050
Parker/Key Convertible Securities Fund	180,000	*		1,037
Parker-Hannifin Corporation	190,000	*		1,095
Partner Reinsurance Company Ltd.	590,000	*		3,399
Penn Treaty Network American Insurance Company	460,000	*		2,650
PGEP III LLC	1,050,000	*		6,050
Physicians Life	791,000	*		4,557
Physicians Reciprocal Insurers Account #7	2,000,000	*		11,523
PIMCO Convertible Fund	5,900,000	*		33,993

Edgar Filing: ALLERGAN INC - Form 424B3

Name	Aggregate Principal Amount of LYONs at Maturity that May Be Sold	Percentage of LYONs Outstanding	Common Stock Owned Prior to Conversion	Common Stock Registered Hereby(1)
Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union	2,520,000	*		14,519
Potlatch-First Trust Company of St. Paul	300,000	*		1,728
PRIM Board	6,050,000	*		34,857
ProMutual	420,000	*		2,420
Putnam Asset Allocation Funds Balanced Portfolio	845,000	*		4,868
Putnam Asset Allocation Funds Conservative Portfolio	510,000	*		2,938
Putnam Convertible Income Growth Trust	7,396,000	1.12		42,612
Putnam Convertible Opportunities and Income Trust	280,000	*		1,613
Quattro Fund, LLC	1,500,000	*		8,642
Queens Health Plan	125,000	*		720
R ² Investments, LDC	12,000,000	1.83		69,138
Radian Guaranty, Inc.	2,500,000	*		14,404
Ramius Capital Group Holdings, Ltd.	700,000	*		4,033
Raytheon Master Pension Trust	876,000	*		5,047
RCG Lattitude Master Fund	800,000	*		4,609
Ret Pension Plan of the CA State Automob	350,000	*		2,017
Rhapsody Fund LP	14,600,000	2.22		84,118
RJR Reynolds	220,000	*		1,268
Rockhaven Premier Dividend Fund	930,000	*		5,358
Salomon Brothers Asset Management, Inc.	1,650,000	*		9,506
Salomon Smith Barney Inc.	4,000,000	*		23,046
San Diego City Retirement	1,973,000	*		11,367
San Diego County Convertible	4,250,000	*		24,486
Screen Actors Guild Pension Convertible	1,072,000	*		6,176
Shell Pension Trust	831,000	*		4,788
South Dakota Retirement System	2,000,000	*		11,523
Southern Farm Bureau Life Insurance	3,350,000	*		19,301
SPT	1,830,000	*		10,544
Standard Insurance Company	450,000	*		2,593
Starvest Combined Portfolio	2,475,000	*		14,260
Starvest Managed Portfolio	200,000	*		1,152
State Employees Retirement Fund of the State of Delaware	1,495,000	*		8,613
State of Connecticut Combined Investment Funds	3,290,000	*		18,955
State of Maryland Retirement System	5,923,000	*		34,125
State of Mississippi Health Care Trust Fund	1,600,000	*		9,218
State of Oregon/SAIF Corporation	14,750,000	2.24		84,982
Teacher s Insurance and Annuity Association	7,000,000	1.06		40,331
The Class 1c Company	4,000,000	*		23,046
The Cockrell Foundation	125,000	*		720

Edgar Filing: ALLERGAN INC - Form 424B3

Name	Aggregate Principal Amount of LYONs at Maturity that May Be Sold	Percentage of LYONs Outstanding	Common Stock Owned Prior to Conversion	Common Stock Registered Hereby(1)
The Dow Chemical Company Employees Retirement Plan	4,550,000	*		26,215
The Fondren Foundation	145,000	*		835
The Grable Foundation	216,000	*		1,244
Tribeca Investments LLC	12,000,000	1.83		69,138
UBS AG, London Branch	11,000,000	1.67		63,377
UBS O Connor LLC f/b/o UBS Global Equity Arbitrage Master Limited	7,500,000	1.14		43,211
UBS Warburg LLC	61,540,000	9.36		354,563
Unifi, Inc. Profit Sharing Plan and Trust	230,000	*		1,325
United Food and Commercial Workers Local 1262 and Employers Pension Fund	1,140,000	*		6,568
University of Rochester	100,000	*		576
University of South Florida	550,000	*		3,169
University of South Florida Foundation	80,000	*		461
Van Kampen Harbor Fund	13,700,000	2.08	2,635,165(6)	78,933
Van Waters & Rogers, Inc. Retirement Plan	650,000	*		3,745
Vanguard Convertible Securities Fund, Inc.	3,725,000	*		21,462
Victory Capital Management as Trustee for Parker Key/Convertible	190,000	*		1,095
Victory Convertible Securities Fund	580,000	*		3,342
Victory Invest Quality Bond Fund	90,000	*		519
Wake Forest University	1,867,000	*		10,757
Writers Guild Convertible	626,000	*		3,607
Wyoming State Treasurer	2,153,000	*		12,405

* Less than one percent.

(1) Assumes conversion of all of the Holder s LYONs at a conversion rate of 5.7615 shares of common stock per \$1,000 principal amount at maturity of the LYONs. However, this conversion rate will be subject to adjustment as described under Description of the LYONs Conversion

Rights. As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.(2) The Allstate Corporation (Allstate) directly and through its subsidiaries currently owns 29,600 shares of Company common stock. The Agents Pension Plan (the Pension Plan) currently owns 1,400 shares of Company common stock. The Pension Plan is a qualified ERISA plan that is maintained for the benefit of certain agents of Allstate Insurance Company (AIC), a subsidiary of Allstate. The Trustee for the Pension Plan holds title to all Pension Plan investments. Allstate disclaims any interest in securities held in the pension plan trust, although the Investment

Committee of the Pension Plan consists of AIC officers. In the course of managing their investment portfolios, AIC and its affiliates may acquire and hold investments that exceed 10% of a class of equity securities of an issuer. The Public Equity Group of the Investment Department of AIC, which has the responsibility for the securities described herein, is not aware of any positions, offices or other material relationships involving AIC or its subsidiaries which are required to be disclosed. However, no independent investigation has been made as to whether there are or may have been any such transactions as a result of insurance activities, investment activities or other groups or divisions or actions with respect to or by such

investing
companies.

(3) This entity is either an investment company or a portfolio of an investment company registered under Section 8 of the Investment Company Act of 1940, as amended, or a private investment account advised by Fidelity Management & Research Company (FMR Co.). FMR Co. is a Massachusetts corporation and an investment advisor registered under Section 203 of the Investment Advisers Act of 1940, as amended, and provides investment advisory services to each of such Fidelity entities identified above, and to other registered investment companies and to certain other funds which are generally offered to a limited group of investors. FMR Co. is a wholly-owned subsidiary of FMR Corp. (FMR), a Massachusetts corporation. The holdings indicated are as of December 13, 2000.

(4) Shares indicated as owned by such entity are owned directly by various private investment accounts, primarily employee benefit plans for which Fidelity Trust Management Trust Company (FMTC) serves as trustee or managing agent. FMTC is a wholly-owned subsidiary of FMR and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, as amended. The holdings indicated are as of December 13, 2000.(5) Merrill Lynch, Pierce, Fenner & Smith, Inc. was the Initial Purchaser in a private placement of the LYONs by the Company on November 1, 2000. Merrill Lynch, Pierce, Fenner & Smith, Inc. is not aware of

any position,
office or
directorship
relationship
with the
Company or its
affiliates.
However, it
may or may not
have, from time
to time, acted
in a financial
investment
advisory
capacity to the
Company.(6) Van
Kampen Asset
Management,
Inc. is the
investment
advisor to the
Van Kampen
Harbor Fund
and has
discretionary
authority over
its portfolio.
Van Kampen
Asset
Management,
Inc. is also the
investment
advisor to a
number of
other funds.
Those funds
hold an
aggregate
amount of
2,635,165
shares of
common stock
of the
Company.

The preceding table has been prepared based upon information furnished to us by the Selling Securityholders in the table. From time to time, additional information concerning ownership of the LYONs and common stock may rest with certain Holders thereof not named in the preceding table, with whom we believe we have no affiliation.

The Selling Securityholders listed in the above table may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their LYONs since the date on which the information is presented in the above table. Information about the Selling Securityholders may change over time. Any changed information will be set forth in prospectus supplements.

Because the Selling Securityholders may offer all or some of their LYONs or the underlying common stock from time to time, we can not estimate the amount of the LYONs or the underlying common stock that will be held by the Selling Securityholders upon the termination of any particular offering. See Plan of Distribution.

The Date of This Prospectus Supplement Is April 24, 2002