

Fields Robert H.  
Form 4  
August 04, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
Fields Robert H.

2. Issuer Name and Ticker or Trading Symbol  
STERIS CORP [STE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
07/31/2009

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

C/O BREEDEN CAPITAL MANAGEMENT LLC, 100 NORTHFIELD STREET

(Street)

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

GREENWICH, CT 06830

(City) (State) (Zip)

**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) |          |           |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------|-----------|---|--|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                        | Price    |           |   |  |
| Common Shares, No Par Value     | 07/31/2009                           |  | A                              |   | 1,335 (1)   | A  |                                   | \$ 28.08 | 4,929 (2) | D |  |
| Common Shares, No Par Value     | 07/31/2009                           |  | A                              |   | 1,335 (3)   | A  |                                   | \$ 0     | 6,264 (4) | 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)

number.

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Common Shares           | \$ 28.08   | 07/31/2009                           |  | A                              | 3,609<br>(5)  | 01/31/2010 07/31/2019                                    | Common Shares, No Par Value                                   | 3,609                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Fields Robert H.  
C/O BREEDEN CAPITAL MANAGEMENT LLC  
100 NORTHFIELD STREET  
GREENWICH, CT 06830

X

## Signatures

/s/ Robert H. Fields 08/04/2009

\*\*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).
- Pursuant to the governing documents of Breeden Partners L.P., Breeden Partners (California) L.P., Breeden Partners (California) II L.P.,
- (1) Breeden Partners Holdco Ltd. and Breeden Partners (Cayman) Ltd. (the "Funds"), any profits realized with respect to these shares will be apportioned among the Funds.
  - (2) Pursuant to the governing documents of the Funds, any profits realized with respect to these shares will be apportioned among the Funds.
- These 1,335 Common Shares are restricted. The restrictions on these 1,335 Common Shares lapse on February 1, 2010. Since Sunday, January 31, 2010, is not a trading date on the New York Stock Exchange, the first trading date thereafter, Monday, February 1, 2010, is
- (3) the date on which these 1,335 restricted shares shall vest and become nonforfeitable. Pursuant to the governing documents of the Funds, any profits realized with respect to these shares will be apportioned among the Funds.

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- (4) Pursuant to the governing documents of the Funds, any profits realized with respect to these shares will be apportioned among the Funds.
- (5) Pursuant to the governing documents of the Funds, any profits realized with respect to these stock options will be apportioned among the Funds.
- (6) Pursuant to the governing documents of the Funds, any profits realized with respect to these stock options will be apportioned among the Funds.

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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