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PERRIGO CO
Form 11-K
June 29, 2005

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FORM 11-K

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the year ended: December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission file number 0-19725

A. Full title of the plan and the address of the plan, if different
from that of the issuer named below:

L. Perrigo Company Profit-Sharing and Investment Plan

B. Name of the issuer of the securities held pursuant to the plan
and the address of its principal executive office:

Perrigo Company
515 Eastern Avenue
Allegan, MI 49010

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934,
the trustees (or other persons who administer the employee benefit plan) have
duly caused this annual report to be signed on its behalf by the undersigned
hereunto duly authorized.

L. Perrigo Company Profit-Sharing and Investment Plan

(Name of Plan)

Date: June 28, 2005 /s/ Douglas R. Schrank

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Douglas R. Schrank
Executive Vice President and Chief Financial Officer
Principal Accounting and Financial Officer
Perrigo Company
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L. PERRIGO COMPANY
PROFIT-SHARING AND
INVESTMENT PLAN

FINANCIAL STATEMENTS AND SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

L. PERRIGO COMPANY
PROFIT-SHARING AND
INVESTMENT PLAN

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FINANCIAL STATEMENTS AND SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

L. PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

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SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) -
December 31, 2004

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Perrigo Company
Allegan, Michigan

We have audited the accompanying statements of net assets available for benefits of L. Perrigo Company Profit-Sharing and Investment Plan as of December 31, 2004 and 2003, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan Administrator. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of L. Perrigo Company Profit-Sharing and Investment Plan as of December 31, 2004 and 2003, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2004 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan Administrator. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements, and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ BDO Seidman, LLP

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Grand Rapids, Michigan
May 16, 2005

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L. PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

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December 31, 2004

| | |
|---|----------------|
| Investments, at fair value (Note 2) | |
| Putnam Money Market Fund | \$ 10,821,661* |
| Mutual funds: | |
| Van Kampen Growth and Income Fund | 21,871,835* |
| Putnam Vista Fund | 17,091,341* |
| Dodge & Cox Balanced Fund | 16,886,582* |
| MSDW Institutional Small Company Growth Class B | 14,129,279* |
| Pimco Total Return Institutional | 9,361,170* |
| Neuberger Berman Genesis Trust | 7,675,363* |
| Putnam International Equity Fund | 7,067,512 |
| ABN AMRO/Chicago Growth Fund | 6,558,605 |
| Harbor Capital Appreciation Fund | 6,388,000 |
| Calamos Growth Fund | 2,007,929 |
| Harbor International Fund | 1,491,507 |
| Common/collective trust: | |
| Putnam S & P 500 Fund | 10,338,285* |
| Perrigo Company common stock | 11,977,865* |
| Participant loans | 3,248,544 |

Total investments 146,915,478

| | |
|---------------------------|---|
| Receivables | |
| Participant contributions | - |
| Employer contributions | - |

Total receivables -

NET ASSETS AVAILABLE FOR BENEFITS \$ 146,915,478
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See accompanying notes to financial statements.

* Represents 5% or more of net assets available for benefits.

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L. PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| | |
|--|----------------|
| ===== | |
| Year ended December 31, | 2004 |
| ----- | |
| ADDITIONS | |
| Contributions: | |
| Participant | \$ 7,686,361 |
| Employer | 8,391,486 |
| Investment income: | |
| Interest income from cash equivalents and participant loans | 196,639 |
| Net gain from mutual funds | 13,748,463 |
| Net gain from common/collective trust | 994,932 |
| Net gain from Perrigo Company common stock: | |
| Net appreciation | 1,061,142 |
| Dividends | 97,066 |
| ----- | |
| Total additions | 32,176,089 |
| ----- | |
| DEDUCTIONS | |
| Distribution of benefits to participants | 8,236,968 |
| Administrative fees | 12,063 |
| ----- | |
| Total deductions | 8,249,031 |
| ----- | |
| Net increase | 23,927,058 |
| NET ASSETS AVAILABLE FOR BENEFITS, beginning of year | 122,988,420 |
| ----- | |
| NET ASSETS AVAILABLE FOR BENEFITS, end of year | \$ 146,915,478 |
| ===== | |

See accompanying notes to financial statements.

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1. PLAN DESCRIPTION

The following description of the L. Perrigo Company Profit-Sharing and Investment Plan (formerly the L. Perrigo Investment Plan and Trust) (Plan) provides only general information. Participants should refer to the plan agreement or plan summary for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan in which substantially all employees of L. Perrigo Company, Perrigo Company of South Carolina, Perrigo Sales Company, Perrigo Research and Development, Perrigo Pharmaceuticals and Perrigo International, Inc. (Company) are eligible to participate. The minimum term of service for employees to participate in the Plan is four consecutive months of service in which an employee works at least 83 hours in each month. Plan entry dates are at the beginning of each payroll period after the minimum term requirements are satisfied. For employees hired after December 31, 2002, the Plan has automatic enrollment. Under this enrollment, 2% of participant's compensation will automatically be deferred into the Plan. The 2% automatic deferral amount is invested in the Putnam Money Market Fund. The participant has the option to withdraw from the Plan within 45 days after participant eligibility is met, or choose to increase the deferral percentage. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by an administrative committee (Committee).

CONTRIBUTIONS

A participant may contribute to the Plan annually an amount not less than 1% and not more than 50% of his or her compensation, up to the dollar limit set by the federal government (for 2004, limit is \$13,000). Participants who are at least 50 years of age by the end of a Plan year, may elect to make an additional "catch up" contribution salary deferral for that Plan year (for 2004, "catch up" limit is \$3,000). The Company has agreed to match employee contributions per plan year at the rate of 100% of the first 2% of employee

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L. PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

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contributions and 50% of the next 2% of employee contributions. The minimum term of service for employees to be eligible for employer matching

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contributions in the Plan is one year. Amounts credited to a participant's investment account relating to participant contributions and employer matching contributions are 100% vested at all times. The Company has the right under the Plan to discontinue such contributions at any time.

The Company has agreed to voluntarily contribute such amounts as determined by the board of directors of the Company. The Employer's voluntary contribution is allocated based on the ratio of the participant's eligible compensation to aggregate participants' eligible compensation for the year. Vesting of the Employer's voluntary contribution begins at 33% when two years of service are met and then increases at a rate of 33% for each additional year of service until 100% is reached after four years.

Discretionary contributions in the amounts of \$5,404,979 and \$4,019,395 were made by the Company in 2004 and 2003, respectively.

PARTICIPANT ACCOUNTS

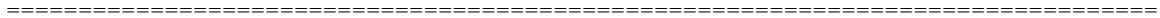
Participants direct the investment of their contributions, the employer matching contribution and the Employer's voluntary contribution into various investment options offered by the Plan. Currently, the Plan offers mutual funds, a common/collective trust and the Company's common stock as investment options for plan participants.

PARTICIPANT LOANS

Participants may, with the consent of the Committee, borrow an amount not to exceed the lesser of 50% of their account balance or \$50,000. The amount must be at least \$1,000. The loans are secured by an equivalent amount in the remaining portion of the participant's salary deferral contribution and rollover accounts. All loans must be repaid within five years, except for loans used to

L. PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS



acquire or rehabilitate a principal residence, which must be repaid within ten years. Interest rates ranged from 6.0% to 11.5% at December 31, 2004. The loans are repaid ratably through payroll deductions. The interest earned on participant loans is allocated to the respective funds, in accordance with participant elections.

WITHDRAWALS

A participant may elect to withdraw up to an amount equal to the balance in the participant's elective contribution account on the allocation date coinciding with or immediately preceding the date of withdrawal, provided the Committee determines that: (1) the purpose of the withdrawal is to meet an immediate and heavy financial need of the participant, (2) the amount of the withdrawal does not exceed such financial need, (3) the amount of the withdrawal is not reasonably available from other resources of the participant, and (4) all available plan loans have been taken. This hardship withdrawal is subject to 10% federal income tax penalty and the participant cannot make elective deferrals for 6 months following the hardship withdrawal.

A participant may also elect to make a similar withdrawal, provided that participant has reached fifty-nine and one half years of age, even if the participant is still employed.

PAYMENT OF BENEFITS

Upon termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested account or annual installments. Participants may also elect to transfer their account balance into another qualified retirement plan.

FORFEITURES

Forfeited unvested accounts in the amount of \$67,768 and \$29,503 in 2004 and 2003, respectively, were reallocated to remaining plan participants. Forfeitures are applied to participant accounts as an additional employer discretionary contribution. No additional forfeited amounts remained in the Plan at December 31, 2004.

L. PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

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2. SIGNIFICANT
ACCOUNTING
POLICIES

BASIS OF ACCOUNTING

The accompanying financial statements have been prepared under the accrual method of accounting.

USE OF ESTIMATES

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The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates. The Plan utilized various investment instruments, which are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the financial statements.

RECLASSIFICATION

Certain prior year information has been reclassified to conform to current year presentation.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments in mutual funds and Perrigo Company common stock are stated at fair value based on quoted market prices. Common/ collective trust is stated at its fair value as determined by the trustee/custodian based upon quoted market prices of the underlying securities. Participant loans are stated at cost, which approximates fair value. Investment purchases and sales are recorded on a trade-date basis. Interest is recorded on an accrual basis.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

L. PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

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3. ASSETS IN TRUST
FUND

Under the terms of the trust agreement with Putnam Fiduciary Trust Company (Putnam), the custodian manages the trust fund on behalf of the Plan. Putnam has discretionary investment authority over the investments held in each investment option made available to participants, except for the investments in Perrigo Company common stock.

4. RELATED PARTY
TRANSACTIONS

Certain Plan investments throughout the year represented shares of various types of investments that were managed by Putnam. These transactions qualify as party-in-interest. Administrative fees paid by the Plan to Putnam amounted to \$12,063 and \$13,312 in 2004 and

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2003, respectively.

5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right to discontinue contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of termination, all participants will become fully vested in their accounts.

6. INCOME TAX STATUS

The Plan obtained its latest determination letter on October 3, 2002, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code (Code). The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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L. PERRIGO COMPANY
PROFIT-SHARING AND INVESTMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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EIN: 38-0920980
Plan Number: 003

December 31, 2004

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment, including Shares, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost |
|-----|---|--|-------------|
| * | Putnam Money Market Fund | 10,821,661 shares | ** |
| | Mutual funds: | | |
| | Van Kampen Growth and Income Fund | 1,083,297 shares | ** |
| * | Putnam Vista Fund | 1,799,088 shares | ** |
| | Dodge & Cox Balanced Fund | 212,811 shares | ** |
| | MSDW Institutional Small Company Growth Class B | 1,175,481 shares | ** |
| | Pimco Total Return Institutional | 877,335 shares | ** |
| | ABN AMRO/Chicago Growth Fund | 283,431 shares | ** |
| | Neuberger Berman Genesis Trust | 179,877 shares | ** |
| * | Putnam International Equity Fund | 298,459 shares | ** |
| | Harbor Capital Appreciation Fund | 222,811 shares | ** |

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| | | | |
|---|------------------------------|-----------------|----|
| | Calamos Growth Fund | 37,900 shares | ** |
| | Harbor International Fund | 34,930 shares | ** |
| | Common/collective trust: | | |
| * | Putnam S & P 500 Fund | 336,423 shares | ** |
| * | Perrigo Company common stock | 693,565 shares | |
| * | Participant loans | (6.0% to 11.5%) | ** |

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* A party-in-interest as defined by ERISA.

** The cost of participant-directed investments is not required to be disclosed.