

Mallinckrodt plc
Form 4
May 12, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hatten Sandra L

(Last) (First) (Middle)

675 MCDONNELL BLVD.

(Street)

HAZELWOOD, MO 63042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Mallinckrodt plc [MNK]

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

05/11/2015

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 ____ Other (specify
below) below)

Sr. VP, Quality

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Ordinary Shares	05/11/2015		M		1,059	A \$ 33.67	6,663 D
Ordinary Shares	05/11/2015		M		1,563	A \$ 41.73	8,226 D
Ordinary Shares	05/11/2015		S		2,024	D \$ 122.29 (1)	6,202 D
Ordinary Shares							440 I

By
Katherine
L. Weigel
Trust

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

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SEC 1474
(9-02)

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. Filing Date
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Share Options (Right to Buy)	\$ 33.67	05/11/2015		M	1,059	<u>(2)</u> 11/30/2021	Ordinary Shares	1,059
Share Options (Right to Buy)	\$ 41.73	05/11/2015		M	1,563	<u>(3)</u> 12/02/2022	Ordinary Shares	1,563

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hatten Sandra L 675 MCDONNELL BLVD. HAZELWOOD, MO 63042	Sr. VP, Quality

Signatures

/s/Kenneth L. Wagner,
Attorney-in-Fact 05/12/2015

__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)

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The price represents a weighted average. The shares were sold in multiple transactions at prices ranging from \$122.26 to \$122.33, inclusive. Ms. Hatten will provide, upon request of the SEC staff, Mallinckrodt plc or a shareholder of Mallinckrodt plc complete information regarding the number of shares sold at each price within the range.

- (2) Options with respect to 1,059 Ordinary Shares vested on December 1, 2014.
- (3) Options with respect to 521 Ordinary Shares vested on December 3, 2013 and options with respect to 1,042 Ordinary Shares vested on December 3, 2014.

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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