

BRESCH HEATHER M
 Form 4
 March 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
BRESCH HEATHER M

2. Issuer Name and Ticker or Trading Symbol
MYLAN INC. [MYL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1500 CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2011

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

CANONSBURG, PA 15317

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

(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 Stock | 03/03/2011 | | M | | 9,466 A \$ 0 | 77,969 ⁽¹⁾ | D |
| Common Stock | 03/03/2011 | | F | | 2,935 ⁽²⁾ D \$ 23.1 | 75,034 ⁽¹⁾ | 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)

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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) |
|-----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option - Right to Buy ⁽³⁾ | \$ 22.66 | 03/02/2011 | | A | 123,835 | <u>(3)</u> 03/02/2021 ⁽³⁾ | Common Stock 123,835 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 03/02/2011 | | A | 44,682 | <u>(4)</u> <u>(4)</u> | Common Stock 44,682 |
| Restricted Stock Units ⁽⁵⁾ | \$ 0 | 03/03/2011 | | M | 9,466 | <u>(5)</u> <u>(5)</u> | Common Stock 9,466 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| BRESCH HEATHER M 1500 CORPORATE DRIVE CANONSBURG, PA 15317 | X | | President | |

Signatures

/s/ Heather M. Bresch
03/04/2011
 **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) The reporting person's indirect ownership through 401(k) holdings as of March 3, 2011 was 1,157.
- (2) Represents withholding of shares for the tax liability associated with the vesting of a portion of the restricted stock units (RSUs) granted on March 3, 2010.
- (3) These options vest in three equal annual installments beginning on March 2, 2012 and expire March 2, 2021.
- (4) Each RSU represents the right to receive one share of Mylan Inc. common stock. The RSUs vest in three equal annual installments beginning on March 2, 2012.

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- (5) Each RSU represents the right to receive one share of Mylan Inc. common stock. The remainder of this award will vest equally on March 3, 2012 and 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.