

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>POPS RICHARD F</b>			2. Issuer Name and Ticker or Trading Symbol <b>Alkermes plc. [ ALKS ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Director and CEO, Alkermes plc</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>09/16/2011</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
TREASURY BUILDING LOWER GRAND CANAL STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) DUBLIN 2								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/16/2011		A		424,354	A	(12)	424,354	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$8.55	09/16/2011		A		220,000		(1)	05/26/2019	Common Stock	220,000	(2)	220,000	D	
Employee Stock Option (Right to Buy)	\$9.21	09/16/2011		A		500,000		(3)	11/18/2019	Common Stock	500,000	(2)	500,000	D	
Employee Stock Option (Right to Buy)	\$12.29	09/16/2011		A		170,000		(4)	05/27/2018	Common Stock	170,000	(2)	170,000	D	
Employee Stock Option (Right to Buy)	\$14.13	09/16/2011		A		50,000		(5)	11/05/2017	Common Stock	50,000	(2)	50,000	D	
Employee Stock Option (Right to Buy)	\$11.74	09/16/2011		A		325,000		(6)	05/17/2020	Common Stock	325,000	(2)	325,000	D	
Employee Stock Option (Right to Buy)	\$18.105	09/16/2011		A		400,000		(7)	05/20/2021	Common Stock	400,000	(2)	400,000	D	
Incentive Stock Option (Right to Buy)	\$4.77	09/16/2011		A		20,968		(8)	07/18/2012	Common Stock	20,968	(2)	20,968	D	
Incentive Stock Option (Right to Buy)	\$9.97	09/16/2011		A		10,030		(8)	04/25/2013	Common Stock	10,030	(2)	10,030	D	
Incentive Stock Option (Right to Buy)	\$12.3	09/16/2011		A		8,130		(8)	07/12/2014	Common Stock	8,130	(2)	8,130	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (Right to Buy)	\$15.95	09/16/2011		A		6,269		(8)	06/01/2017	Common Stock	6,269	(2)	6,269	D	
Incentive Stock Option (Right to Buy)	\$18.6	09/16/2011		A		5,376		(8)	12/09/2015	Common Stock	5,376	(2)	5,376	D	
Incentive Stock Option (Right to Buy)	\$19.4	09/16/2011		A		5,155		(8)	10/02/2011	Common Stock	5,155	(2)	5,155	D	
Incentive Stock Option (Right to Buy)	\$20.79	09/16/2011		A		4,810		(8)	05/02/2016	Common Stock	4,810	(2)	4,810	D	
Non Qualified Stock Option (Right to Buy)	\$4.77	09/16/2011		A		104,032		(8)	07/18/2012	Common Stock	104,032	(2)	104,032	D	
Non Qualified Stock Option (Right to Buy)	\$7.36	09/16/2011		A		350,000		(8)	12/12/2012	Common Stock	350,000	(2)	350,000	D	
Non Qualified Stock Option (Right to Buy)	\$9.97	09/16/2011		A		156,220		(8)	04/25/2013	Common Stock	156,220	(2)	156,220	D	
Non Qualified Stock Option (Right to Buy)	\$12.16	09/16/2011		A		184,125		(8)	12/10/2013	Common Stock	184,125	(2)	184,125	D	
Non Qualified Stock Option (Right to Buy)	\$12.3	09/16/2011		A		141,870		(8)	07/12/2014	Common Stock	141,870	(2)	141,870	D	
Non Qualified Stock Option (Right to Buy)	\$14.38	09/16/2011		A		120,000		(8)	12/12/2016	Common Stock	120,000	(2)	120,000	D	
Non Qualified Stock Option (Right to Buy)	\$14.57	09/16/2011		A		149,625		(8)	10/17/2013	Common Stock	149,625	(2)	149,625	D	
Non Qualified Stock Option (Right to Buy)	\$14.9	09/16/2011		A		350,000		(8)	12/17/2014	Common Stock	350,000	(2)	350,000	D	
Non Qualified Stock Option (Right to Buy)	\$15.95	09/16/2011		A		93,731		(8)	06/01/2017	Common Stock	93,731	(2)	93,731	D	
Non Qualified Stock Option (Right to Buy)	\$18.6	09/16/2011		A		182,124		(8)	12/09/2015	Common Stock	182,124	(2)	182,124	D	
Non Qualified Stock Option (Right to Buy)	\$19.4	09/16/2011		A		244,845		(8)	10/02/2011	Common Stock	244,845	(2)	244,845	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non Qualified Stock Option (Right to Buy)	\$20.79	09/16/2011		A		88,940		(8)	05/02/2016	Common Stock	88,940	(2)	88,940	D	
Restricted Stock Award	\$0	09/16/2011		A		250,000		(9)	(9)	Common Stock	250,000	(10)	250,000	D	
Restricted Stock Award	\$0	09/16/2011		A		25,000		(11)	05/26/2014 <sup>(11)</sup>	Common Stock	25,000	(10)	25,000	D	
Restricted Stock Unit Award	\$0	09/16/2011		A		24,375		(6)	(6)	Common Stock	24,375	(2)	24,375	D	
Restricted Stock Unit Award	\$0	09/16/2011		A		32,500		(7)	(7)	Common Stock	32,500	(10)	32,500	D	

**Explanation of Responses:**

- 50% vested as of 9/16/11, remainder vests in 2 equal annual installments beginning on 5/26/12.
- Received in exchange for, and having substantially the same terms as, stock options of Alkermes, Inc. common stock in connection with the Merger.
- 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 11/18/11.
- 75% vested as of 9/16/11, remainder vests on 5/27/12.
- 75% vested as of 9/16/11, remainder vests on 11/5/11.
- 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 5/17/12.
- Vests in 4 equal annual installments beginning on 5/20/12.
- These options are fully vested in accordance with their terms.
- 50% vests on 11/18/12 and 50% vests on 11/18/13.
- Received in exchange for, and having substantially the same terms as, restricted stock unit awards of Alkermes, Inc. common stock in connection with the Merger.
- Performance-based restricted stock unit award. Commencing on 5/26/10, a determination will be made if the performance criteria have been met. Shares subject to the award vest in full upon the achievement of the performance criteria. If such performance criteria have not been met within a period of five years from the date of grant, all of the shares subject to the award are forfeited.
- Received in exchange for shares of Alkermes, Inc. common stock in connection with the merger of Alkermes, Inc. and the global drug delivery technologies business of Elan (the "Merger"). On 9/16/11, the effective date of the Merger, the closing price of ALKS was \$16.57 per share.

/s/ Jennifer Baptiste, attorney-in-fact for Richard F. Pops 09/20/2011

\*\* Signature of Reporting Person                      Date

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

\* 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).

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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