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# WARNER CHILCOTT PLC

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## J P MORGAN PARTNERS GLOBAL INVESTORS A LP

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/18/11 for the Period Ending 03/16/11

| | |
|---|---|
| Telephone | 353 1 897 2000 |
| CIK | 0001323854 |
| Symbol | WCRX |
| Fiscal Year | 12/31 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **JP MORGAN PARTNERS BHCA LP** | **Warner Chilcott plc [ WCRX ]** | _____ Director __ **X** __ 10% Owner |
| (Last) (First) (Middle)<br>**C/O J.P. MORGAN PARTNERS LLC, 270 PARK AVENUE** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**3/16/2011** | _____ Officer (give title below) _____ Other (specify below) |
| (Street)<br>**NEW YORK, NY 10017**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>___ Form filed by One Reporting Person<br>_ **X** _ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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** | **3/16/2011** | | **S** | | **7861447** | **D** | **$22.4363** | **25957812** | **D** (1) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **4433190** | **D** | **$22.4363** | **14638013** | **D** (2) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **1249263** | **D** | **$22.4363** | **4124958** | **D** (3) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **209891** | **D** | **$22.4363** | **693039** | **D** (4) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **149222** | **D** | **$22.4363** | **495027** | **D** (5) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **643124** | **D** | **$22.4363** | **2123541** | **D** (6) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **59665** | **D** | **$22.4363** | **197008** | **D** (7) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **533525** | **D** | **$22.4363** | **1761652** | **D** (8) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **120954** | **D** | **$22.4363** | **399379** | **D** (9) | |
| **Ordinary Shares** | **3/16/2011** | | **S** | | **461913** | **D** | **$22.4363** | **1525195** | **D** (10) | |

### Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: 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 | | | | |

**Explanation of Responses:**

**( 1)** See Exhibit 99.

**( 2)** The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP BHCA.

**( 3)** The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Selldown II-A.

**( 4)** The amount shown represents the beneficial ownership of the Issuer's securities owed by JPMP Selldown III.

**( 5)** The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Selldown.

**( 6)** The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Cayman III.

**( 7)** The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Cayman II.

**( 8)** The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Cayman.

**( 9)** The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Global A.

**( 10)** The amount shown represents the beneficial ownership of the Issuer's securities owned by J.P. Morgan Global.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **JP MORGAN PARTNERS BHCA LP<br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |
| **JP MORGAN PARTNERS GLOBAL INVESTORS LP<br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |
| **J P MORGAN PARTNERS GLOBAL INVESTORS A LP<br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |
| **J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN LP<br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |
| **J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN II LP<br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |
| **J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN III L P<br><br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |
| **JP MORGAN PARTNERS GLOBAL INVESTORS SELLDOWN LP<br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |
| **J.P. Morgan Partners Global Investors (Selldown) II-A, L.P.<br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |
| **J.P. Morgan Partners Global Investors (Cayman/Selldown) III, L.P.<br>C/O J.P. MORGAN PARTNERS LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017** | | **X** | | |

**Signatures**

**/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS (BHCA), L.P.** **3/18/2011**

** Signature of Reporting Person — Date

**/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS GLOBAL INVESTORS, L.P.** **3/18/2011**

** Signature of Reporting Person — Date

**/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS GLOBAL INVESTORS A, L.P.** **3/18/2011**

| ** Signature of Reporting Person | Date |
|---|---|
| **/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS GLOBAL INVESTORS (CAYMAN), L.P.** | **3/18/2011** |
| ** Signature of Reporting Person | Date |
| **/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS GLOBAL INVESTORS (CAYMAN) II, L.P.** | **3/18/2011** |
| ** Signature of Reporting Person | Date |
| **/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS GLOBAL INVESTORS (CAYMAN) III, L.P.** | **3/18/2011** |
| ** Signature of Reporting Person | Date |
| **/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS GLOBAL INVESTORS (SELLDOWN), L.P.** | **3/18/2011** |
| ** Signature of Reporting Person | Date |
| **/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS GLOBAL INVESTORS (SELLDOWN) II-A, L.P.** | **3/18/2011** |
| ** Signature of Reporting Person | Date |
| **/s/ Ana Capella Gomez-Acebo, Managing Director, J.P. MORGAN PARTNERS GLOBAL INVESTORS (CAYMAN/SELLDOWN) III, L.P.** | **3/18/2011** |
| ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**JPMP BHCA/Warner Chilcott Public Limited Company - Exhibit 99**

(1) This Form 4 is being filed by (i) J.P. Morgan Partners (BHCA), L.P. (“JPMP BHCA”), (ii) J.P. Morgan Partners Global Investors, L.P. (“J.P.Morgan Global”), (iii) J.P. Morgan Partners Global Investors A, L.P. (“ JPMP Global A”), (iv) J.P. Morgan Partners Global Investors (Cayman), L.P. (“JPMP Cayman”), (v) J.P. Morgan Partners Global Investors (Cayman) II, L.P. (“JPMP Cayman II”), (vi) J.P. Morgan Partners Global Investors (Cayman) III, L.P. (“JPMP Cayman III), (vii) J.P. Morgan Partners Global Investors (Selldown), L.P. (“JPMP Selldown”), (viii) J.P. Morgan Partners Global Investors (Selldown) II-A, L.P. (“JPMP Selldown II-A”), (ix) J.P. Morgan Partners Global Investors (Cayman /Selldown) III, L.P. (“JPMP Selldown III”, and together with J.P. Morgan Global, JPMP Global A, JPMP Cayman, JPMP Cayman II, JPMP Cayman III, JPMP Selldown, JPMP Selldown II-A, the “Global Funds”), (x) JPMP Master Fund Manager, L.P. (“JPMP MFM”), the general partner of JPMP BHCA, (xi) JPMP Global Investors, L.P.(“JPMP Global”), the general partner of the Global Funds, and (xii) JPMP Capital Corp. (“JPMP Capital”, and together with JPMP BHCA, the Global Funds, JPMP MFM and JPMP Global, the “Reporting Persons”), the general partner of JPMP MFM and JPMP Global. Each of JPMP Global and JPMP Capital may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) to beneficially own the shares held by the Global Funds. Each of JPMP MFM and JPMP Capital may be deemed, pursuant to Rule 13d-3 under the Exchange Act to beneficially own the shares held by the JPMP BHCA. The amount shown represents the beneficial ownership of the Issuer’s Ordinary Shares held by the Reporting Persons as a group.

**JPMP BHCA/Warner Chilcott plc - Exhibit 99.1**

| Name and Address of Reporting Person [1] | Designated Reporter [1] | Date of Event Requiring Statement | Issuer Name, Ticker or Trading Symbol | Title and Amount of Security | Title of Derivative Securities and Title and Amount of Securities Underlying Derivative Securities | Ownership Form: Direct (D) or Indirect (I) | Nature of Indirect Beneficial Ownership | Disclaims Pecuniary Interest |
|---|---|---|---|---|---|---|---|---|
| J.P. Morgan Partners Global Investors, L.P.<br>c/o J.P. Morgan Partners, LLC<br>270 Park Avenue<br>New York, New York 10017 | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 10 | Not Applicable | D | Not Applicable | |
| J.P. Morgan Partners Global Investors A, L.P.<br>c/o J.P. Morgan Partners, LLC<br>270 Park Avenue<br>New York, New York 10017 | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 9 | Not Applicable | D | Not Applicable | |
| J.P. Morgan Partners Global Investors (Cayman), L.P.<br>c/o Walkers SPV Limited<br>PX Box 908 GT, Walker House<br>George Town, Grand Cayman<br>Cayman Islands | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 8 | Not Applicable | D | Not Applicable | |
| J.P. Morgan Partners Global Investors (Cayman) II, L.P.<br>c/o Walkers SPV Limited<br>PX Box 908 GT, Walker House<br>George Town, Grand Cayman<br>Cayman Islands | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 7 | Not Applicable | D | Not Applicable | |
| J.P. Morgan Partners Global Investors (Cayman) III L.P.<br>c/o Walkers SPV Limited<br>PX Box 908 GT, Walker House<br>George Town, Grand Cayman<br>Cayman Islands | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 6 | Not Applicable | D | Not Applicable | |
| J.P. Morgan Partners Global Investors (Selldown), L.P.<br>c/o J.P. Morgan Partners, LLC<br>270 Park Avenue<br>New York, New York 10017 | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 5 | Not Applicable | D | Not Applicable | |
| J.P. Morgan Partners Global Investors (Cayman/Selldown) III, L.P.<br>c/o Walkers SPV Limited<br>PX Box 908 GT, Walker House<br>George Town, Grand Cayman<br>Cayman Islands | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 4 | Not Applicable | D | Not Applicable | |
| J.P. Morgan Partners Global Investors (Selldown) II-A, L.P.<br>c/o Walkers SPV Limited<br>PX Box 908 GT, Walker House<br>George Town, Grand Cayman<br>Cayman Islands | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 3 | Not Applicable | D | Not Applicable | |
| J.P. Morgan Partners (BHCA) L.P.<br>c/o J.P. Morgan Partners, LLC<br>270 Park Avenue<br>New York, New York 10017 | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 2 | Not Applicable | D | Not Applicable | |
| JPMP Master Fund Manager, L.P.<br>c/o J.P. Morgan Partners, LLC<br>270 Park Avenue<br>New York, NY 10017 | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 2 | Not Applicable | I | See Explanatory Note 1 below | No |
| JPMP Global Investors, L.P.<br>c/o J.P. Morgan Partners, LLC<br>270 Park Avenue<br>New York, New York 10017 | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 3-10 | Not Applicable | I | See Explanatory Note 2 below | No |
| JPMP Capital Corp.<br>c/o J.P. Morgan Partners, LLC<br>270 Park Avenue<br>New York, NY 10017 | J.P. Morgan Partners (BHCA), L.P. | March 16, 2011 | Warner Chilcott Public Limited Company ("WCRX") | See Table I Row 1 | Not Applicable | I | See Explanatory Note 3 below | No |

Explanatory Note:

(1) The amount shown in Table I in row 2 represents the beneficial ownership of the Issuer's securities held by JPMP BHCA, a portion of which may be attributable to JPMP MFM because it is the sole general partner of JPMP BHCA. The actual pro rata portion of such beneficial ownership that may be attributable to JPMP MFM is not readily determinable because it is subject to several variables, including the internal rate of return and vesting interest within JPMP BHCA. JPMP MFM disclaims such beneficial ownership except to the extent of its pecuniary interest.

(2) The amount shown in Table I in row 3 through 10 represents the beneficial ownership of the Issuer's securities held by the Global Funds, a portion of which may be attributable to JPMP Global because it is the sole general partner of the Global Funds. The actual pro rata portion of such beneficial ownership that may be attributable to JPMP Global is not readily determinable because it is subject to several variables, including the internal rate of return and vesting interest within the Global Funds. JPMP Global disclaims beneficial ownership except to the extent of its pecuniary interest.

(3) The amount shown in Table I in row 1 represents the beneficial ownership of the Issuer's securities held by the Reporting Persons, a portion of which may be attributable to JPMP Capital because it is the sole general partner of JPMP MFM and JPMP Global. The actual pro rata portion of such beneficial ownership that may be attributable to JPMP Capital is not readily determinable because it is subject to several variables, including the internal rate of return and vesting interest within the JPMP BHCA and the Global Funds. JPMP Capital disclaims such beneficial ownership except to the extent of its pecuniary interest.

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