

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 14, 2005

STERIS Corporation

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-14643
(Commission File Number)

34-1482024
(IRS Employer
Identification No.)

5960 Heisley Road, Mentor, Ohio
(Address of principal executive offices)

44060-1834
(Zip Code)

Registrant's telephone number, including area code (440) 354-2600

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. Entry into a Material Definitive Agreement.

Annual Incentive Compensation Plan Awards

On May 14, 2005, the Compensation and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of STERIS Corporation ("STERIS" or the "Company") approved annual cash incentive awards for fiscal 2005 under STERIS's Senior Executive Management Incentive Compensation Plan ("SEMICP") and Management Incentive Compensation Plan ("MICP") to certain members of management, including the following awards to the named executive officers: Les C. Vinney, \$450,000; Laurie Brlas, \$117,500; Peter A. Burke, \$117,500; Gerard J. Reis, \$100,000; and Charles L. Immel, \$127,500.

Annual cash incentive compensation payments under the Company's incentive compensation plans are generally based on the achievement of financial goals, as well as achievement of individual objectives. For fiscal 2005, the financial goals were based on a combination of the following: Company and/or segment (depending upon the responsibilities of the executive officer) revenue, Company free cash flow, Company earnings before interest and taxes (EBIT) and business segment contribution margin. In addition, to receive the incentive compensation payments, executive officers also were required to achieve individual performance objectives. Incentive compensation goals and objectives and award opportunities for each executive officer are fixed at the beginning of the fiscal year and are based on the responsibilities of the executive officer's position and the competitive marketplace. The annual incentive awards specified above were based on the Committee's determination of the extent to which the performance measures for fiscal year 2005 had been achieved.

Both the SEMICP and the MICP were previously filed by the Company as Exhibits 10.9 and 10.8, respectively, to its Annual Report on Form 10-K for the year ended March 31, 2004.

Annual Management Incentive Compensation Plan Criteria

Also on May 14, 2005, the Committee approved performance objectives for annual cash incentive payments under the MICP for the fiscal year ending March 31, 2006, which also will be based on the achievement of financial performance goals, as well as achievement of individual objectives. The financial performance objectives under the MICP will be based on a combination of the following: Company and/or segment revenue, Company free cash flow, Company earnings before interest and taxes (EBIT) and business segment contribution margin.

ITEM 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 14, 2005, Dr. Jerry E. Robertson resigned as Chairman of the Board and announced that he was retiring as a Director effective as of the Annual Meeting of Shareholders to be held on or about July 29, 2005. The Board appointed Mr. John P. Wareham as the new Chairman, succeeding Dr. Robertson. A copy of the press release announcing these events is attached hereto as Exhibit 99.1

ITEM 8.01. Other Events.

Quarterly Dividend Authorized

On May 14, 2005, the Board also authorized the payment of a quarterly dividend in the amount of \$0.04 per share. The dividend is payable June 28, 2005 to shareholders of record at the closing of the stock transfer books on May 31, 2005. A copy of the press release announcing this action is attached hereto as Exhibit 99.2

Election of Officers

On April 28, 2005, the Board of Directors elected the following officers of STERIS Corporation:

Les C. Vinney	President and Chief Executive Officer
Laurie Brlas	Senior Vice President and Chief Financial Officer
Peter A. Burke	Senior Vice President and Chief Technology Officer
Charles L. Immel	Senior Vice President and Group President, Healthcare
Gerard J. Reis	Senior Vice President and Group President, Life Sciences
Robert E. Moss	Senior Vice President and Group President, STERIS Isomedix Services
Mark D. McGinley	Senior Vice President, General Counsel, and Secretary
Patrick J. McCullagh	Vice President, Global Quality Systems Engineering and Regulatory Affairs
William L. Aamoth	Vice President and Corporate Treasurer
Michael J. Tokich	Vice President and Corporate Controller
J. Adam Zangerle	Assistant Secretary
Dennis P. Patton	Assistant Secretary
Roy L. Turnell	Assistant Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press Release issued by STERIS Corporation on May 17, 2005 regarding its Board of Directors Appointment of Mr. John P. Wareham as Chairman of the Board of Directors effective May 14, 2005.
99.2	Press Release issued by STERIS Corporation on May 17, 2005 regarding its Board of Directors Authorization of a Quarterly Dividend.



**STERIS CORPORATION
NEWS ANNOUNCEMENT
FOR IMMEDIATE RELEASE**

**STERIS CORPORATION APPOINTS JOHN P. WAREHAM AS
CHAIRMAN OF THE BOARD OF DIRECTORS**

Mentor, Ohio (May 17, 2005) – STERIS Corporation (NYSE: STE) today announced that its Board of Directors has appointed John P. Wareham as Chairman of the Board. Mr. Wareham succeeds Dr. Jerry E. Robertson, Chairman since 2000, who will remain as a Director of the Board until his retirement at the Company's Annual Meeting of Shareholders on July 29, 2005.

Mr. Wareham joined STERIS's Board of Directors in 2000. He recently retired as Chairman, President and Chief Executive Officer of Beckman Coulter, Inc., a leading manufacturer of biomedical testing instrument systems, tests and supplies that simplify and automate laboratory processes. Mr. Wareham also serves as a member of the Board of Directors of Resmed, Inc., and Wilson Greatbatch Technologies, Inc.

"Jack has been a strong contributor to the STERIS Board and we welcome his appointment as Chairman," said Les C. Vinney, STERIS's President and Chief Executive Officer. "He is an experienced leader who brings a unique perspective on our industry from his many years at Beckman Coulter. I personally look forward to further benefiting from his experience and leadership in this expanded role. I would also like to thank Jerry Robertson for his many contributions during his tenure on the STERIS Board, particularly in his role as Chairman during a period of considerable change and expansion at STERIS. I will miss his valuable counsel."

Dr. Robertson has served as a member of STERIS's Board since 1994 and has played a crucial role in the growth of the Company. During his tenure as Chairman of the Board, he led the Company as it transitioned through a strengthening of the management team, restructuring of operations and its positioning for future growth. The Company's improved performance during his time as Chairman resulted in a considerable increase in shareholder value. Dr. Robertson

worked at 3M for more than 30 years including ten years as Executive Vice President, Life Sciences Sector. He also served four years on 3M's Board of Directors prior to retiring from the Company.

About STERIS

The mission of STERIS Corporation is to provide a healthier today and safer tomorrow through knowledgeable people and innovative infection prevention, decontamination and health science technologies, products and services. The Company's more than 5,000 dedicated employees around the world work together to supply a broad array of solutions by offering a combination of equipment, consumables and services to healthcare, pharmaceutical, industrial and government customers. The Company is listed on the New York Stock Exchange under the symbol STE. For more information, visit www.steris.com.

Contact: Aidan Gormley, Senior Director, Corporate Communications and Investor Relations at 440-392-7607.

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This news release may contain statements concerning certain trends, expectations, forecasts, estimates, or other forward-looking information affecting or relating to the Company or its industry that are intended to qualify for the protections afforded "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 and other laws and regulations. Forward-looking statements speak only as to the date of this report, and may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "anticipates," "plans," "estimates," "projects," "targets," "forecasts," and "seeks," or the negative of such terms or other variations on such terms or comparable terminology. Many important factors could cause actual results to differ materially from those in the forward-looking statements including, without limitation, disruption of production or supplies, changes in market conditions, political events, pending or future claims or litigation, competitive factors, technology advances, and changes in government regulations or the application or interpretation thereof. Other risk factors are described in the Company's Form 10-K and other securities filings. Many of these important factors are outside STERIS's control. No assurances can be provided as to any future financial results. Unless legally required, the Company does not undertake to update or revise any forward-looking statements even if events make clear that any projected results, express or implied, will not be realized. Other potential risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, (a) the potential for increased pressure on pricing that leads to erosion of profit margins, (b) the possibility that market demand will not develop for new technologies, products or applications, or the Company's business initiatives will take longer, cost more or produce lower benefits than anticipated, (c) the possibility that application of or compliance with laws, court rulings, regulations, certifications or other requirements or standards may delay or prevent new product introductions, affect the production and marketing of existing products, or otherwise affect Company performance, results, or value, (d) the potential of international unrest or effects of fluctuations in foreign currencies of countries

where the Company does a sizeable amount of business, and (e) the possibility of reduced demand, or reductions in the rate of growth in demand, for the Company's products and services.

(end)



**STERIS CORPORATION
NEWS ANNOUNCEMENT
FOR IMMEDIATE RELEASE**

STERIS CORPORATION INITIATES QUARTERLY DIVIDEND

Mentor, Ohio (May 17, 2005) – STERIS Corporation (NYSE: STE) today announced that its Board of Directors has authorized an initial quarterly dividend in the amount of \$0.04 per share. The dividend is payable June 28, 2005 to shareholders of record at the close of business on May 31, 2005.

The Company believes that its ability to consistently generate strong positive cash flow will provide considerable flexibility to return value to shareholders through the initiation of a quarterly dividend, the use of its existing share repurchase authorization, which has 2.7 million shares remaining, and through ongoing investments to support the Company's long-term strategy for growth.

Les C. Vinney, STERIS's President and Chief Executive Officer, said, "While we will continue to make capital investments and pursue acquisitions to strengthen our business, this quarterly dividend in combination with our existing share repurchase authorization reflects our confidence in the Company's ability to generate future cash flow and accommodate multiple ways to deliver returns to shareholders."

About STERIS

The mission of STERIS Corporation is to provide a healthier today and safer tomorrow through knowledgeable people and innovative infection prevention, decontamination and health science technologies, products and services. The Company's more than 5,000 dedicated employees around the world work together to supply a broad array of solutions by offering a combination of equipment, consumables and services to healthcare, pharmaceutical, industrial and government customers. The Company is listed on the New York Stock Exchange under the symbol STE. For more information, visit www.steris.com.

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