# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Form 11-K

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the Twelve-Month Period Ended December 31, 1996

Commission File No. 0-20165

A. Full title of the plan and the address of the plan if different from that of the issuer named below:

STERIS Corporation 401(k) Plan and Trust

B. Name of issuer of securities held pursuant to the plan and the address of its principal executive office:

> STERIS Corporation 5960 Heisley Road Mentor, Ohio 44060

Annual Report STERIS CORPORATION 401(K) PLAN AND TRUST

December 31, 1996 and 1995

Plan Sponsor STERIS CORPORATION 5960 Heisley Road Mentor, Ohio 44060

Plan Administrator STERIS CORPORATION 5960 Heisley Road Mentor, Ohio 44060

# Audited Financial Statements

December 31, 1996 and 1995

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#### Report of Independent Auditors

Board of Directors STERIS Corporation Mentor, Ohio

We have audited the accompanying statements of net assets available for benefits of STERIS Corporation 401(k) Plan and Trust (the "Plan") as of December 31, 1996 and 1995, and the related statement of changes in net assets available for benefits for the year ended December 31, 1996. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 1996 and 1995, and the changes in its net assets available for benefits for the year ended December 31, 1996, in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes as of December 31, 1996 and reportable transactions for the year then ended, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the financial statements. The fund information in the statements of net assets available for benefits at December 31, 1996 and 1995 and changes in net assets available for benefits for the year ended December 31, 1996 is presented for purposes of additional analysis rather than to present the changes in net assets available for benefits of each fund. The supplemental schedules and fund information have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the financial statements taken as a whole.

Ernst & Young LLP

Cleveland, Ohio July 9, 1997

# Statement of Net Assets Available for Benefits, with Fund Information

December 31, 1996

	Victory Stock Index Fund	Victory Balanced Fund	Victory Investment Quality Bond Fund	EB Magic Fund	STERIS Stock Fund
ASSETS Investments:    STERIS Corporation common shares    Mutual funds    Common/collective trusts    Participant loans receivable    Other investments	\$ 22,004,849 9,934	\$ 9,008,960	\$ 457,373 348	\$ 6,642,459 381	\$ 6,141,069 59,311
Total investments Employee contributions receivable Employer contribution receivable		9,029,863 25 91,264		6,642,840 98,163 133,066	6,200,380
Total assets	22,215,462	9,121,152	477,221	6,874,069	6,273,435
LIABILITIES Accrued purchase of investments Accrued expenses	17,716	19,321	122 549	381 2,173	3,401
NET ASSETS AVAILABLE FOR BENEFITS	\$ 22,197,746	\$ 9,101,831	\$ 476,550	\$ 6,871,515	\$ 6,270,034
	Participant	Total			

	Loans	Total
ASSETS Investments:		
STERIS Corporation common shares Mutual funds Common/collective trusts Participant loans receivable Other investments	\$ 1,713,003	\$ 6,141,069 31,471,182 6,642,459 1,713,003 90,877
Total investments Employee contributions receivable Employer contribution receivable	1,713,003	46,058,590 98,658 517,094
Total assets	1,713,003	46,674,342
LIABILITIES Accrued purchase of investments Accrued expenses		503 43,160
NET ASSETS AVAILABLE FOR BENEFITS	\$ 1,713,003 =======	\$ 46,630,679

See notes to financial statements.

# STERIS Corporation

# 401(k) Plan and Trust

# Statement of Net Assets Available for Benefits, with Fund Information

December 31, 1995

	Victory Stock Index Fun	Balanced	Victory Investment Quality Bond Fund	EB Magic Fund	STERIS Stock Fund
ASSETS Investments: STERIS Corporation common shares Mutual funds Common/collective trusts Participant loans receivable Other investments	\$ 659,	380 \$ 396,433 228 266	\$ 209,510	\$ 110,460	\$ 1,404,971 22,550
Total investments Contributions receivable		608 396,699 879 3,544	209,614 3,464	110,460 1,403	
Total assets	665,				1,447,642
LIABILITIES Accrued purchase of investments	4,	743 1,901	1,930	823	8,178
NET ASSETS AVAILABLE FOR BENEFITS		744 \$ 398,342 ========			\$ 1,439,464 ========
	Participant Loans				
ASSETS Investments: STERIS Corporation common shares Mutual funds Common/collective trusts Participant loans receivable Other investments	\$ 38,733	\$ 1,404,971 1,265,323 110,460 38,733 23,148			
Total investments Contributions receivable	38,733	2,842,635 34,411			
Total assets	38,733	2,877,046			
LIABILITIES Accrued purchase of investments	589	18,164			
NET ASSETS AVAILABLE FOR BENEFITS	\$ 38,144	\$ 2,858,882			

See notes to financial statements.

Statement of Changes in Net Assets Available for Benefits, with Fund Information  ${\bf r}$ 

For the Year Ended December 31, 1996

	Victory Stock Index Fund	Victory Balanced Fund	Victory Investment Quality Bond Fund	EB Magic Fund	STERIS Stock Fund
ADDITIONS Employee contributions Investment income Transfer from Amsco 401(k) Employer contribution receivable	\$ 1,344,363 293,398 19,633,449 200,569	\$ 653,552 175,699 7,742,202 91,264	\$ 151,544 17,231 19,500	\$ 895,667 192,479 5,570,641 133,066	\$ 721,135 2,666 2,939,240 72,695
Total additions	21,471,779		188,275		
DEDUCTIONS Distributions to participants Expenses	1,666,003 17,716	779,887 19,321	27,791 549	2,173	3,401
Total deductions			28,340		
Net realized and unrealized appreciation in fair value of investments Net investment transfers	2,036,978 (288,036)	631,677 208,303	(7,419) 112,886	27,243 321,036	1,643,851 (323,370)
Net additions Net assets available for benefits at beginning of year	21,537,002	8,703,489	265,402	6,760,475	4,830,570
	660,744	398,342	211,148	111,040	1,439,464
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR			\$ 476,550		
	Participant Loans	Total			
ADDITIONS Employee contributions Investment income Transfer from Amsco 401(k) Employer contribution receivable	\$ 70,256 1,688,481	\$ 3,766,261 751,729 37,574,013 517,094	9 3 4		
Total additions	1,758,737				
DEDUCTIONS Distributions to participants Expenses	53,059	3,126,476 43,166			
Total deductions	53,059	3,169,630	)		
Net realized and unrealized appreciation in fair value of investments Net investment transfers	(30,819)	4,332,330	)		
Net additions Net assets available for benefits at	1,674,859	43,771,797	7		
beginning of year	38,144	2,858,882	2		
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	\$ 1,713,003	\$46,630,679			

See notes to financial statements.

#### Notes to Financial Statements

December 31, 1996 and 1995

# A. DESCRIPTION OF THE PLAN

The following brief description of the STERIS Corporation 401(k) Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for complete information regarding the Plan's definitions, benefits, eligibility, and other matters.

#### **GENERAL**

The Plan, which became effective April 1, 1992, is a contributory plan available to all employees of STERIS Corporation (the "Company" or "STERIS") who have completed three months of service and have attained the age of 18 (21 prior to June 30, 1996). Employee participation in the Plan is voluntary and enrollment in the Plan is permitted on the first day of each January, April, July, and October (an "Entry Date"). The Plan is subject to certain provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code.

On May 1, 1996, STERIS and Amsco International, Inc. (Amsco) shareholders approved the Restated Agreement and Plan of Merger, dated as of December 16, 1995 and restated as of March 28, 1996, pursuant to which a newly-formed, wholly-owned subsidiary of STERIS was merged with and into Amsco, with Amsco becoming a wholly-owned subsidiary of STERIS, via the issuance of 0.46 STERIS Common Share for each outstanding share of Amsco Common Stock.

Effective as of June 30, 1996, the Plan was amended and the Amsco 401(k) Tax Deferred Savings Plan (the "Amsco Plan") was merged into the Plan. Also on June 30, 1996, the equity of all participants and beneficiaries in the Amsco Plan as of the date of the merger was transferred to the Plan.

## CONTRIBUTIONS

A participant is permitted to contribute not less than 1 percent and not more than 10 percent of his/her compensation received during a calendar year. All contributions made by a participant must be "before-tax" deferred compensation contributions.

#### Notes to Financial Statements--Continued

#### A. DESCRIPTION OF THE PLAN--CONTINUED

Effective as of October 1, 1996, the Company may make matching discretionary contributions to a participant's account. The level of matching contributions is determined quarterly by the Company. Employer contributions are allocated to each participant's account in accordance with the investment election choices made by the participant. For the quarter ended December 31, 1996, the Company made a 50% matching contribution in cash on employee contributions on the first 6% of eligible participant compensation.

Participants are fully vested in Company matching contributions at such time as the contribution is made.

#### PARTICIPANT ACCOUNTS

Each participant may direct their contributions to be invested in 5 percent increments in any combination of the following investment options:

 $\hbox{EB Magic Fund, Victory Stock Index Fund, Victory Balanced Fund, Victory Investment Quality Bond Fund, STERIS Corporation common stock.}$ 

The allocation of a participant's contributions to these investment funds is selected by the participant and may be changed on each entry date. A participant may elect to have a portion or all of the balance of his prior contributions (in increments of 5 percent) transferred from any fund in which it is invested to any other fund.

Separate accounts are maintained for each participant showing each type of contribution and the interest of each participant in the various funds. The Plan provides participants the opportunity to apply for a loan up to 50% of that participant's balance, not to exceed \$50,000.

At December 31, 1996, \$29,442 had been allocated to participants who have withdrawn from the Plan.

## VESTING AND PAYMENT OF BENEFITS

Participant contributions, with all earnings and appreciation thereon, are fully vested at all times. A participant whose employment terminates due to death or retirement (including retirement on account of total and permanent disability) or for reasons other than death or retirement will be eligible for a distribution equal to the full amount of the separate accounts attributable to their participant contributions.

## Notes to Financial Statements--Continued

## A. DESCRIPTION OF THE PLAN--CONTINUED

The Company, by action of its Board of Directors and without approval of its shareholders, has the right to amend, suspend, or terminate the Plan in its entirety. If the Plan is terminated, all amounts credited to a participant's account will be paid to such participant as directed by the Company.

#### PLAN EXPENSES

Costs incident to the purchase and sale of securities, such as brokerage commissions and stock transfer taxes, are paid by the respective funds. As of July 1, 1996, all other general and administrative expenses incurred in the administration of the Plan, which were previously paid by the Company, are charged against the respective funds.

## B. SIGNIFICANT ACCOUNTING POLICIES

Investments in the EB Magic Fund are stated at fair value as determined by the trustee based on the underlying investments held in the fund. Also, included in the EB Magic Fund at December 31, 1996 are three fully benefit responsive guaranteed investment contracts. These contracts are carried at contract value which approximates fair value. The average yield and crediting interest rate for the year ending December 31, 1996 was 7.62%. Interest rates are fixed. All contracts mature in 1999. All other investments are stated at fair value as measured by quoted prices in active markets.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Certain prior year amounts have been reclassified to conform with current year reporting.

#### C. TRANSACTIONS WITH PARTIES-IN-INTEREST

Party-in-interest transactions include the investment in the special funds of the trustee and the payment of administrative expenses. Additionally, all costs and expenses incurred in connection with the administration of the Plan for the first half of 1996 were paid for by the Company. Such transactions are exempt from being prohibited transactions.

The Plan purchased shares of common stock of the Company for \$544,613 and sold shares of common stock of the Company for \$327,449 for the year ended December 31, 1996.

## Notes to Financial Statements--Continued

## D. INCOME TAX STATUS

The Plan Administrator believes the Plan is in operational compliance with Internal Revenue Code (IRC) Section 401(a) and is, therefore, not subject to tax under IRC Section 501(a). The Plan Administrator has indicated that the Plan has been modeled after a prototype plan that has been accepted by the Internal Revenue Service. However, due to recent Plan amendments, the Plan Administrator intends to request in a timely manner a determination letter from the Internal Revenue Service. The tax exempt status of the Plan does not affect the taxability of distributions to participants.

## E. INVESTMENTS

The Plan's investments are as follows:

	DECEMBER 31, 1996 COST FAIR VALUE			
Collective Investment Trusts of KeyBank National Association: *Employee Benefits Money Market Fund *EB Magic Fund	\$	90,877 **6,621,735	\$	90,877 6,642,459
Mutual Funds: Victory Stock Index Fund Victory Balanced Fund Victory Investment Quality Bond Fund	*	*20,429,677 **8,629,253 457,606		22,004,849 9,008,960 457,373
*STERIS Corporation common stock		**3,692,619 6,141		
Participant loans	1,713,003 1,713,0			1,713,003
	DECEMBER 31, 1995 COST FAIR VALUE			
Collective Investment Trusts of KeyBank National Association:				
*Employee Benefits Money Market Fund *EB Magic Fund	\$	23,148 108,037		23,148 110,460
Mutual Funds: Victory Stock Index Fund Victory Balanced Fund Victory Investment Quality Bond Fund		**543,398 **348,456 **201,812		**659,380 396,433 **209,510
*STERIS Corporation common stock		**694,972		**1,404,971
Participant loans		38,733		38,733

<sup>\*</sup>Party-in-interest

 $<sup>\</sup>hbox{$^{**}$Investment representing five percent or more of the Plan's net assets available for benefits}$ 

Form 5500, Item 27(a)--Schedule of Assets Held for Investment Purposes

December 31, 1996		Cost	Fi	air Value
Collective Investment Trusts of Key Bank National Association: *Employee Benefits Money Market Fund *EB Magic Fund	\$	90,877 6,621,735	\$	90,877 6,642,459
Mutual Funds: Victory Stock Index Fund Victory Balanced Fund Victory Investment Quality Bond Fund		20,429,677 8,629,253 457,606		22,004,849 9,008,960 457,373
*STERIS Corporation common stock		3,692,619		6,141,069
Participant loans		1,713,003		1,713,003

<sup>\*</sup> Party-in-interest

# Form 5500, Item 27(d)--Schedule of Reportable Transactions

For the Year Ended December 31, 1996

				Current Value of	
	Purchase	Selling	Cost of	Asset on Transaction	Net Gain or
Description of Asset	Price	Price	Asset	Date	(Loss)
CATEGORY (i) SINGLE TRANSACTIONS IN EXCESS OF	5% OF PLAN ASSETS				
Employee Benefits Money Market Fund	\$ 19,610,464		\$19,610,464	\$ 19,610,464	
Employee Benefits Money Market Fund	7,739,120		7,739,120	7,739,120	
Employee Benefits Money Market Fund	206,400		206,400	206,400	
Employee Benefits Money Market Fund		\$ 19,570,021	19,570,021	19,570,021	
Employee Benefits Money Market Fund		7,720,207	7,270,207	7,720,207	
Employee Benefits Money Market Fund		209,762	209,762	209,762	
Employee Benefits Money Market Fund		175,219	175,219	175,219	
Employee Benefits Money Market Fund	379,943		379,9043	379,943	
Employee Benefits Money Market Fund	175,219		175,219	175,219	
Employee Benefits Money Market Fund		379,943	379,943	379,943	
Employee Benefits Money Market Fund	193,912		193,912	193,912	
Employee Benefits Money Market Fund		193,912	193,912	193,912	
Employee Benefits Money Market Fund	180,318		180,318	180,318	
Employee Benefits Money Market Fund		180,318	180,318	180,318	
Employee Benefits Money Market Fund	515,067		515,067	515,067	
Employee Benefits Money Market Fund		515,067	515,067	515,067	
Victory Balanced Fund	265,178		265,178	265,178	
Victory Stock Index Fund	459,161		459,161	459,161	
EB Magic Fund		147,841	147,841	147,841	
Victory Balanced Fund	7,742,203		7,742,203	7,742,203	
Victory Balanced Fund		379,943	370,236	370,236	\$ 9,707
Victory Stock Index Fund	19,618,274		19,618,274	19,618,274	
Victory Stock Index Fund		175,219	169,883	169,883	5,336
Victory Stock Index Fund		193,911	184,641	184,641	9,270
Victory Stock Index Fund		174,227	167,056	167,056	7,171
Victory Stock Index Fund		514,563	455,025	455,025	59,538

Form 5500, Item 27(d)--Schedule of Reportable Transactions--Continued

Number of Transactions	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
CATEGORY (iii)	SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLA	N ASSETS				
257 248	Employee Benefit Money Market Fund	\$ 31,449,608	\$ 31,381,878	\$31,449,608 31,381,878		
86 45	EB Magic fund	1,539,592	545,739	1,539,592 536,796	1,539,592 545,739	\$ 8,943
50 11	STERIS Corporation Common Stock	544,613	327,449	544,613 225,279	544,613 327,449	102,170
109 38	Victory Balanced Fund	9,054,610	808,582	9,054,610 773,814	9,054,610 808,582	34,768
92 28	Victory Investment Quality Bond Fund	307,404	52,123	307,404 51,610	307,404 52,123	513
103 44	Victory Stock Index Quality Bond Fund	21,845,536	2,093,057	21,845,536 1,959,256	21,845,536 2,093,057	133,801

There were no category (ii) or (iv) reportable transactions during the year ended December 31, 1996.

# Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-55976) pertaining to the STERIS Corporation 401(k) Plan and Trust of our report dated July 9, 1997, with respect to the financial statements and schedules of the STERIS Corporation 401(k) Plan and Trust included in this Annual Report (Form 11-K) for the year ended December 31, 1996.

Ernst & Young LLP

Cleveland, Ohio July 9, 1997

# SIGNATURES

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Plan has duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

STERIS Corporation 401(k) Plan and Trust

Dated: July 15, 1997 By: /s/ LAURA L. WEIEN

Laura L. Weien

Treasurer