Cohen Heather L Form 4 May 03, 2011

### FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person \*\*
Cohen Heather L

(First)

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

CONMED CORP [CNMD]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 04/29/2011

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

\_ 10% Owner \_ Other (specify

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

C/O CONMED CORPORATION, 525 FRENCH ROAD

4. If Amendment, Date Original

VP CORP HR&DEPUTY GEN COUNSEL

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

Director

\_X\_\_ Officer (give title

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

UTICA, NY 13502

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-                            | Derivative                        | e Secu                       | rities Acqui  | red, Disposed of,  | or Beneficial  | y Owned   |
|--------------------------------------|---|---|--|-----------------------------------|------------------------------|---------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securionor Dispo<br>(Instr. 3, | sed of<br>4 and<br>(A)<br>or | ` ′           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      | 04/29/2011                              |   | M                                      | 1,200                             | A                            | \$ 25.89      | 3,343  | D  |   |
| Common<br>Stock                      | 04/29/2011                              |   | M                                      | 1,000                             | A                            | \$ 25.03      | 4,343  | D  |   |
| Common<br>Stock                      | 04/29/2011                              |   | S                                      | 2,200                             | D                            | \$<br>28.5863 | 2,143  | D  |   |
| Common<br>Stock                      | 04/29/2011                              |   | M                                      | 2,000                             | A                            | \$ 19.93      | 4,143  | D  |   |
| Common<br>Stock                      | 04/29/2011                              |   | F                                      | 1,631                             | D                            | \$ 28.08      | 2,512  | D  |   |

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| Common<br>Stock | 04/29/2011 | M | 2,000 | A | \$ 16.46 | 4,512 | D |
|-----------------|------------|---|-------|---|----------|-------|---|
| Common<br>Stock | 04/29/2011 | F | 1,473 | D | \$ 28.08 | 3,039 | D |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(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<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|--|---|--|--------------------|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Options To<br>Purchase<br>Common<br>Stock           | \$ 25.89  | 04/29/2011                              |   | M                                      | 1,200   | <u>(1)</u>   | 05/14/2012         | Common<br>Stock   | 1,200                                  |
| Options To<br>Purchase<br>Common<br>Stock           | \$ 25.03  | 04/29/2011                              |   | M                                      | 1,000   | (2)  | 05/18/2014         | Common<br>Stock   | 1,000                                  |
| Sars (Stock<br>Appreciation<br>Rights)              | \$ 19.93  | 04/29/2011                              |   | M                                      | 2,000   | (3)  | 05/16/2016         | Common<br>Stock   | 2,000                                  |
| Sars (Stock<br>Appreciation<br>Rights)              | \$ 16.46  | 04/29/2011                              |   | M                                      | 2,000   | <u>(4)</u>   | 06/01/2019         | Common<br>Stock   | 2,000                                  |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

> > VP CORP HR&DEPUTY GEN COUNSEL

2 Reporting Owners

Cohen Heather L C/O CONMED CORPORATION 525 FRENCH ROAD UTICA, NY 13502

## **Signatures**

Heather L. 05/03/2011

\*\*Signature of Date
Reporting Person

## **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) 5 year vesting schedule, 20% vest each year starting 5/14/2003.
- (2) 5 year vesting schedule, 20% vest each year starting 5/18/2005.
- The stock appreciation rights ("SARs") were granted under the Company's 2006 Stock Incentive Plan and generally vest in equal amounts over a five year period.
- (4) The stock appreciation rights ("SARs") were granted under the Company's 1999 Amended and Restated Long-Term Incentive Plan and generally vest in equal amounts over a five year period.

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.

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