

Cohen Heather L
 Form 4
 June 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
 CONMED CORP [CNMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP CORP HR&DEPUTY GEN COUNSEL

C/O CONMED CORPORATION, 525 FRENCH ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

UTICA, NY 13502

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/01/2011 | | M | | 200 A \$ 0 | 2,597 | D |
| Common Stock | 06/01/2011 | | F | | 73 D \$ 27.63 | 2,524 | D |
| Common Stock | 06/01/2011 | | M | | 800 A \$ 0 | 3,324 | D |
| Common Stock | 06/01/2011 | | F | | 290 D \$ 27.63 | 3,034 | D |
| Common Stock | 06/01/2011 | | M | | 800 A \$ 0 | 3,834 | D |

Edgar Filing: Cohen Heather L - Form 4

| | | | | | | | |
|--------------|------------|---|-----|---|----------|-------|---|
| Common Stock | 06/01/2011 | F | 290 | D | \$ 27.63 | 3,544 | D |
| Common Stock | 06/02/2011 | M | 600 | A | \$ 0 | 4,144 | D |
| Common Stock | 06/02/2011 | F | 218 | D | \$ 27.38 | 3,926 | D |

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

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.

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Rsus (restricted Stock Units) | \$ 0 | 06/01/2011 | | M | 200 | <u>(1)</u> 06/01/2018 | Common Stock | 200 |
| Rsus (restricted Stock Units) | \$ 0 | 06/01/2011 | | M | 800 | <u>(2)</u> 06/01/2019 | Common Stock | 800 |
| Rsus (restricted Stock Units) | \$ 0 | 06/01/2011 | | M | 800 | <u>(2)</u> 06/01/2020 | Common Stock | 800 |
| Rsus (restricted Stock Units) | \$ 0 | 06/01/2011 | | A | 4,000 | <u>(2)</u> 06/01/2021 | Common Stock | 4,000 |
| Sars (Stock Appreciation Rights) | \$ 27.63 | 06/01/2011 | | A | 10,000 | <u>(3)</u> 06/01/2021 | Common Stock | 10,000 |
| Rsus (restricted Stock Units) | \$ 0 | 06/02/2011 | | M | 600 | <u>(1)</u> 06/02/2018 | Common Stock | 600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cohen Heather L C/O CONMED CORPORATION 525 FRENCH ROAD UTICA, NY 13502 | | | VP CORP HR&DEPUTY GEN COUNSEL | |

Signatures

| | |
|---|---------------------|
| Daniel S. Jonas for Heather L. Cohen by Power of Attorney | 06/03/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of
- (1) ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 2006 Stock Incentive Plan, with the RSUs generally vesting over a five year period with the first 20% of the RSU's vesting one year after the grant date.
 - (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 1999 Amended and Restated Long-Term Incentive Plan, with the RSUs generally vesting over a five year period with the first 20% of the RSU's vesting one year after the grant date.
 - (3) 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.