

Rude Michael W
Form 4
May 25, 2012

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rude Michael W

(Last) (First) (Middle)
2825 AIRVIEW BLVD.
(Street)

KALAMAZOO, MI 49002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STRYKER CORP [syk]

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President, Human Resources

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ 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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/23/2012 | | M | | 28,000 | A | \$ 38.83 |
| Common Stock | 05/23/2012 | | M | | 25,000 | A | \$ 45.21 |
| Common Stock | 05/23/2012 | | M | | 27,000 | A | \$ 48.27 |
| Common Stock | 05/23/2012 | | M | | 30,500 | A | \$ 46.85 |
| Common Stock | 05/23/2012 | | M | | 28,125 | A | \$ 42 |

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| | | | | | | | | |
|--------------|------------|---|---------|---|---------------------------|-----------------------|---|-----------|
| Common Stock | 05/23/2012 | F | 125,514 | D | \$ 51.72 | 34,807 ⁽¹⁾ | D | |
| Common Stock | 05/23/2012 | S | 10,200 | D | \$ 50.9052 ⁽²⁾ | 24,607 ⁽¹⁾ | D | |
| Common Stock | 05/24/2012 | S | 2,911 | D | \$ 51.42 | 21,696 ⁽¹⁾ | D | |
| Common Stock | | | | | | 1,182 | I | By 401(k) |

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

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(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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock | \$ 38.83 | 05/23/2012 | | M | 28,000 | ⁽³⁾ 10/13/2013 | Common Stock 28,000 |
| Common Stock | \$ 45.21 | 05/23/2012 | | M | 25,000 | ⁽³⁾ 03/04/2014 | Common Stock 25,000 |
| Common Stock | \$ 48.27 | 05/23/2012 | | M | 27,000 | ⁽³⁾ 04/21/2015 | Common Stock 27,000 |
| Common Stock | \$ 46.85 | 05/23/2012 | | M | 30,500 | ⁽³⁾ 02/06/2016 | Common Stock 30,500 |
| Common Stock | \$ 42 | 05/23/2012 | | M | 28,125 | ⁽⁴⁾ 02/09/2019 | Common Stock 28,125 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rude Michael W
2825 AIRVIEW BLVD.
KALAMAZOO, MI 49002

Vice President, Human Resources

Signatures

Lauren E. Keller, attorney-in-fact for Michael W.
Rude

05/25/2012

__Signature of Reporting Person

Date

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) Includes 507 shares of Stryker Common Stock acquired pursuant to Stryker Corporation's Employee Stock Purchase Plan ("ESPP") as of March 31, 2012, the date of the latest available statement of the reporting person's ESPP holdings.
- (2) Represents the average price for transactions in a range from \$50.90 to \$50.92.
- (3) Employee stock option granted pursuant to the Stryker Corporation 1998 Stock Option Plan, exercisable as to 20% on each of the first five anniversaries of the date of grant.
- (4) Employee stock option granted pursuant to the Stryker Corporation 2006 Long-Term Incentive Plan, exercisable as to 20% on each of the first five anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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