

CONMED CORP
Form 4
July 31, 2014

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CORASANTI JOSEPH J

(Last) (First) (Middle)

101 WINSHIP ROAD

(Street)

NEW HARTFORD, NY 13413

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Former President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	07/30/2014		M		5,000	A	\$ 0	137,685	D
Common Stock	07/30/2014		F		2,534	D	\$ 39.38	135,151	D
Common Stock	07/30/2014		M		10,000	A	\$ 0	145,151	D
Common Stock	07/30/2014		F		5,067	D	\$ 39.38	140,084	D
Common Stock	07/30/2014		M		15,000	A	\$ 0	155,084	D

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Common Stock	07/30/2014	F	7,601	D	\$ 39.38	147,483	D
Common Stock	07/30/2014	M	20,000	A	\$ 0	167,483	D
Common Stock	07/30/2014	F	10,134	D	\$ 39.38	157,349	D
Common Stock	07/30/2014	M	16,250	A	\$ 0	173,599	D
Common Stock	07/30/2014	F	8,234	D	\$ 39.38	165,365	D
Common Stock	07/30/2014	M	62,500	A	\$ 19.93	227,865	D
Common Stock	07/30/2014	F	47,273	D	\$ 39.38	180,592	D
Common Stock	07/30/2014	M	62,500	A	\$ 29.92	243,092	D
Common Stock	07/30/2014	F	55,095	D	\$ 39.38	187,997	D
Common Stock	07/30/2014	M	62,500	A	\$ 26.69	250,497	D
Common Stock	07/30/2014	F	52,566	D	\$ 39.38	197,931	D
Common Stock	07/30/2014	M	62,500	A	\$ 16.46	260,431	D
Common Stock	07/30/2014	F	44,556	D	\$ 39.38	215,875	D
Common Stock	07/30/2014	M	40,000	A	\$ 21.19	255,875	D
Common Stock	07/30/2014	F	30,886	D	\$ 39.38	224,989	D
Common Stock	07/30/2014	M	62,500	A	\$ 19.26	287,489	D
Common Stock	07/30/2014	F	46,749	D	\$ 39.38	240,740	D
Common Stock	07/30/2014	M	62,500	A	\$ 27.63	303,240	D
Common Stock	07/30/2014	F	53,302	D	\$ 39.38	249,938	D
Common Stock	07/30/2014	M	62,500	A	\$ 26.09	312,438	D
	07/30/2014	F	52,096	D	\$ 39.38	260,342	D

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Common
Stock

Common Stock	07/30/2014	M	62,500	A	\$ 32.93	322,842	D
Common Stock	07/30/2014	F	57,451	D	\$ 39.38	265,391	D
Common Stock	07/30/2014	S	109,035	D	\$ 39.2483 (1)	156,356	D

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Rsus (restricted Stock Units)	\$ 0	07/30/2014		M		5,000		<u>(2)(3)</u>	06/01/2020	Common Stock	5,000
Rsus (restricted Stock Units)	\$ 0	07/30/2014		M		10,000		<u>(2)(3)</u>	06/01/2021	Common Stock	10,000
Rsus (restricted Stock Units)	\$ 0	07/30/2014		M		15,000		<u>(2)(3)</u>	06/01/2022	Common Stock	15,000
Rsus (restricted Stock Units)	\$ 0	07/30/2014		M		20,000		<u>(2)(3)</u>	06/01/2023	Common Stock	20,000
Rsus (restricted Stock Units)	\$ 0	07/30/2014		M		16,250		<u>(2)(3)</u>	06/01/2024	Common Stock	16,250
	\$ 19.93	07/30/2014		M		62,500		⁽³⁾ (4)	05/16/2016		62,500

Sars (Stock Appreciation Rights)								Common Stock	
Sars (Stock Appreciation Rights)	\$ 29.92	07/30/2014	M	62,500	<u>(3)(5)</u>	05/17/2017	Common Stock	62,500	
Sars (Stock Appreciation Rights)	\$ 26.69	07/30/2014	M	62,500	<u>(3)(5)</u>	06/01/2018	Common Stock	62,500	
Sars (Stock Appreciation Rights)	\$ 16.46	07/30/2014	M	62,500	<u>(3)(6)</u>	06/01/2019	Common Stock	62,500	
Sars (Stock Appreciation Rights)	\$ 21.19	07/30/2014	M	40,000	<u>(3)(7)</u>	10/30/2019	Common Stock	40,000	
Sars (Stock Appreciation Rights)	\$ 19.26	07/30/2014	M	62,500	<u>(3)(6)</u>	06/01/2020	Common Stock	62,500	
Sars (Stock Appreciation Rights)	\$ 27.63	07/30/2014	M	62,500	<u>(3)(6)</u>	06/01/2021	Common Stock	62,500	
Sars (Stock Appreciation Rights)	\$ 26.09	07/30/2014	M	62,500	<u>(3)(6)</u>	06/01/2022	Common Stock	62,500	
Sars (Stock Appreciation Rights)	\$ 32.93	07/30/2014	M	62,500	<u>(3)(6)</u>	06/01/2023	Common Stock	62,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORASANTI JOSEPH J 101 WINSHIP ROAD NEW HARTFORD, NY 13413			Former President & CEO	

Signatures

Daniel S. Jonas for Joseph J. Corasanti by Power of Attorney 07/31/2014

__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).

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- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.00 to \$39.35. Full information regarding the number of shares sold at each separate price will be provided upon request of the commission staff, ConMed, or a ConMed security holder.

- (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) According to Section 2(d) of the Separation and Release Agreement dated July 22, 2014, and attached as Exhibit 10.1 of the Form 8-K dated July 23, 2014, all of Mr. Joseph Corasanti's unvested RSUs and SARs accelerated, other than the 2014 SARS which were cancelled.

- (4) The stock appreciation rights ("SARs") were granted under the Issuer's 2006 Stock Incentive Plan and generally vest in equal amounts over a five year period.

- (5) 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.

- (6) 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.

- (7) 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 period with the first 20% tranche to vest on June 1, 2010 with each successive 20% tranche to vest on June 1 the following year.

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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