

CONMED CORP
Form 4
November 24, 2014

FORM 4

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

OMB APPROVAL

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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 *
Hartman Curt R

(Last) (First) (Middle)
**C/O CONMED CORP, 525
FRENCH ROAD**

(Street)

UTICA, NY 13502

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2014

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)
President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/23/2014 | | M | 2,709 | A \$ 0 | 17,834 | D |
| Common Stock | 11/23/2014 | | F | 1,358 | D \$ 41.91 | 16,476 | D |

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Rsus (restricted Stock Units) | \$ 0 | 11/23/2014 | | M | 2,709 | (1) (2) | Common Stock | 2,709 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hartman Curt R C/O CONMED CORP 525 FRENCH ROAD UTICA, NY 13502 | | | President & CEO | |

Signatures

/s/ Daniel S. Jonas for Curt R. Hartman by Power of Attorney 11/24/2014

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).

(1) 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 is subject to the terms and conditions of the Company's 2006 Stock Incentive Plan. Under the terms of Mr. Hartman's offer letter, dated July 22, 2014, in connection with his appointment as Interim CEO, the total number of RSUs granted will vest in 1/12 increments for each month he is employed as Interim CEO, provided that any such RSUs that remain unvested at the end of his employment as Interim CEO will be forfeited.

(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 is subject to the terms and conditions of the Company's 2006 Stock Incentive Plan. Under the terms of Mr. Hartman's offer letter, dated July 22, 2014, in connection with his appointment as Interim CEO, the total number of RSUs granted will vest in 1/12 increments for each month he is employed as Interim CEO, provided that any such RSUs that remain unvested at the end of his employment as Interim CEO will be forfeited.

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.