

CONMED CORP  
Form 4  
June 03, 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 \*  
Darling Joseph G

(Last) (First) (Middle)  
C/O LINVATEC CORP., 11311  
CONCEPT BLVD.  
(Street)

LARGO, FL 33773

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2014

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)  
EVP, Commercial Operations

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common Stock                    | 06/01/2014                           |  | M                              |   | 800   | A  | \$ 0 7,125                        | D |
| Common Stock                    | 06/01/2014                           |  | F                              |   | 212   | D  | \$ 44.9 6,913                     | D |
| Common Stock                    | 06/01/2014                           |  | M                              |   | 800   | A  | \$ 0 7,713                        | D |
| Common Stock                    | 06/01/2014                           |  | F                              |   | 212   | D  | \$ 44.9 7,501                     | D |
| Common Stock                    | 06/01/2014                           |  | M                              |   | 800   | A  | \$ 0 8,301                        | D |

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|              |            |   |       |   |         |        |   |
|--------------|------------|---|-------|---|---------|--------|---|
| Common Stock | 06/01/2014 | F | 212   | D | \$ 44.9 | 8,089  | D |
| Common Stock | 06/01/2014 | M | 2,000 | A | \$ 0    | 10,089 | D |
| Common Stock | 06/01/2014 | F | 529   | D | \$ 44.9 | 9,560  | D |
| Common Stock | 06/01/2014 | M | 2,100 | A | \$ 0    | 11,660 | D |
| Common Stock | 06/01/2014 | F | 556   | D | \$ 44.9 | 11,104 | D |
| Common Stock | 06/01/2014 | M | 800   | A | \$ 0    | 11,904 | D |
| Common Stock | 06/01/2014 | F | 212   | D | \$ 44.9 | 11,692 | D |
| Common Stock | 06/01/2014 | M | 800   | A | \$ 0    | 12,492 | D |
| Common Stock | 06/01/2014 | F | 212   | D | \$ 44.9 | 12,280 | 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 Security (Instr. 3 and 4) | Am or Num of Sha |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                  |
| Rsus (restricted Stock Units)              | \$ 0   | 06/01/2014                           |  | M                              | 800   | (1) 06/01/2019   | Common Stock  | 8                |
| Rsus (restricted Stock Units)              | \$ 0   | 06/01/2014                           |  | M                              | 800   | (1) 06/01/2020   | Common Stock  | 8                |

|  |         |            |   |       |            |            |                 |    |
|--|---------|------------|---|-------|------------|------------|-----------------|----|
| Rsus<br>(restricted<br>Stock Units)    | \$ 0    | 06/01/2014 | M | 800   | <u>(1)</u> | 06/01/2021 | Common<br>Stock | 8  |
| PSUs<br>(Performance<br>Stock Units)   | \$ 0    | 06/01/2014 | M | 2,000 | <u>(2)</u> | 06/01/2021 | Common<br>Stock | 2, |
| Rsus<br>(restricted<br>Stock Units)    | \$ 0    | 06/01/2014 | M | 2,100 | <u>(3)</u> | 07/29/2021 | Common<br>Stock | 2, |
| Rsus<br>(restricted<br>Stock Units)    | \$ 0    | 06/01/2014 | M | 800   | <u>(1)</u> | 06/01/2022 | Common<br>Stock | 8  |
| Rsus<br>(restricted<br>Stock Units)    | \$ 0    | 06/01/2014 | M | 800   | <u>(1)</u> | 06/01/2023 | Common<br>Stock | 8  |
| Rsus<br>(restricted<br>Stock Units)    | \$ 0    | 06/01/2014 | A | 2,600 | <u>(1)</u> | 06/01/2024 | Common<br>Stock | 2, |
| Sars (Stock<br>Appreciation<br>Rights) | \$ 44.9 | 06/01/2014 | A | 6,500 | <u>(4)</u> | 06/01/2024 | Common<br>Stock | 6, |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Darling Joseph G<br>C/O LINVATEC CORP.<br>11311 CONCEPT BLVD.<br>LARGO, FL 33773 |               |           | EVP, Commercial Operations |       |

## Signatures

Daniel S. Jonas for Joseph G. Darling by Power of Attorney 06/03/2014

\_\_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 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.
- (2) Each performance share unit (PSU) 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 PSUs generally vesting over a five year period. The performance share units vest upon the

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achievement of performance goals.

Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of

- (3) 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 vesting over a seven year period with 14% of the RSU's vesting in the first through the fifth year starting June 1, 2012 and 15% vesting in the sixth and seventh year.
- (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.

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