

STRYKER CORP
Form 4
March 24, 2015

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 *
Hutchinson Michael David

(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)
03/21/2015

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)
General Counsel

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 | 03/21/2015 | | M | 726 | A \$ 0 ⁽¹⁾ | 4,928 ⁽²⁾ | D |
| Common Stock | 03/21/2015 | | F | 250 | D \$ 93.65 | 4,678 | D |
| Common Stock | 03/21/2015 | | M | 814 | A \$ 0 ⁽³⁾ | 5,492 | D |
| Common Stock | 03/21/2015 | | F | 280 | D \$ 93.65 | 5,212 | D |
| Common Stock | 03/21/2015 | | M | 1,027 | A \$ 0 ⁽⁴⁾ | 6,239 | D |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|-------|---|---------|
| Common Stock | 03/21/2015 | F | 353 | D | \$ 93.65 | 5,886 | D | |
| Common Stock | | | | | | 445 | I | By 401K |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units granted 02/21/2012 | (1) | 03/21/2015 | | M | 726 | (1) (1) | Common Stock | 726 |
| Restricted Stock Units granted 02/13/2013 | (3) | 03/21/2015 | | M | 814 | (5) (5) | Common Stock | 814 |
| Restricted Stock Units granted 02/12/2014 | (4) | 03/21/2015 | | M | 1,027 | (6) (6) | Common Stock | 1,027 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hutchinson Michael David 2825 AIRVIEW BLVD KALAMAZOO, MI 49002 | | | General Counsel | |

Signatures

Lauren E. Keller, attorney-in-fact for Michael D.
Hutchinson

03/24/2015

__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) On March 21, 2015, 726 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (2) Includes 291 shares of Stryker Common Stock acquired pursuant to Stryker Corporation's Employee Stock Purchase Plan ("ESPP") as of December 31, 2014, the date of the latest available statement of the reporting person's ESPP holdings.
- (3) On March 21, 2015, 814 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (4) On March 21, 2015, 1,027 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (5) The Restricted Stock Units vest as to 814 shares on March 21, 2016.
- (6) The Restricted Stock Units vest as to 1,027 shares on March 21, 2016 and 1,027 shares on March 21, 2017.

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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