

Cohen Heather L
 Form 4
 June 05, 2012

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 *
 Cohen Heather L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP CORP HR&DEPUTY GEN COUNSEL

C/O CONMED CORPORATION, 525 FRENCH ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

UTICA, NY 13502

(City) (State) (Zip)

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			
Common Stock	06/01/2012		M			200	\$ 0	4,253	D
Common Stock	06/01/2012		F			73	\$ 26.09	4,180	D
Common Stock	06/01/2012		M			800	\$ 0	4,980	D
Common Stock	06/01/2012		F			290	\$ 26.09	4,690	D
Common Stock	06/01/2012		M			800	\$ 0	5,490	D

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Common Stock	06/01/2012	F	290	D	\$ 26.09	5,200	D
Common Stock	06/01/2012	M	800	A	\$ 0	6,000	D
Common Stock	06/01/2012	F	290	D	\$ 26.09	5,710	D
Common Stock	06/02/2012	M	600	A	\$ 0	6,310	D
Common Stock	06/02/2012	F	218	D	\$ 26.09	6,092	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)	Amount or Number of Shares
Rsus (restricted Stock Units)	\$ 0	06/01/2012		M	200	<u>(1)</u> 06/01/2018	Common Stock	200
Rsus (restricted Stock Units)	\$ 0	06/01/2012		M	800	<u>(2)</u> 06/01/2019	Common Stock	800
Rsus (restricted Stock Units)	\$ 0	06/01/2012		M	800	<u>(2)</u> 06/01/2020	Common Stock	800
Rsus (restricted Stock Units)	\$ 0	06/01/2012		M	800	<u>(2)</u> 06/01/2021	Common Stock	800
Rsus (restricted Stock Units)	\$ 0	06/01/2012		A	4,000	<u>(2)</u> 06/01/2022	Common Stock	4,000
	\$ 26.09	06/01/2012		A	10,000	<u>(3)</u> 06/01/2022		10,000

Sars (Stock
Appreciation
Rights)

Common
Stock

Rsus
(restricted
Stock Units)

\$ 0

06/02/2012

M

600

(1)

06/02/2018

Common
Stock

60

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Cohen Heather L
C/O CONMED CORPORATION
525 FRENCH ROAD
UTICA, NY 13502

VP CORP HR&DEPUTY GEN COUNSEL

Signatures

Daniel S. Jonas for Heather L. Cohen by Power of
Attorney

06/05/2012

__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).

Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of
(1) ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 2006 Stock 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.

Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of
(2) 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) 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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