

CONMED CORP
Form 4
June 03, 2008

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 *

Metcalfe Jane E

(Last) (First) (Middle)
7110 KITTIWAKE RUN
(Street)

MANLIUS, NY 13104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CONMED CORP [CNMD]

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

06/01/2008

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)
VP CORPORATE REG. AFFAIRS

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)
Common Stock				(A) or (D) Price	1,634	D	

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)

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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 Underlying Security (Instr. 3 and 4)
RSUs (Restricted Stock Units) ⁽¹⁾	<u>(1)</u>	06/01/2008		A	4,000	06/01/2009 ⁽¹⁾ 06/01/2018 ⁽¹⁾	Common Stock
SARs (Stock Appreciation Rights) ⁽²⁾	\$ 26.69	06/01/2008		A	10,000	06/01/2009 ⁽²⁾ 06/01/2018 ⁽²⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metcalf Jane E 7110 KITTIWAKE RUN MANLIUS, NY 13104			VP CORPORATE REG. AFFAIRS	

Signatures

/s/Heather L. Cohen for Jane E. Metcalf by Power of Attorney 06/03/2008

**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.
 - (2) 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.
 - (3) The RSUs and SARs were granted at no cost to the Reporting Person

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.