

CONMED CORP  
Form 4  
June 03, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHALLISH ROBERT D JR**

(Last) (First) (Middle)

**C/O CONMED CORP, 525  
FRENCH ROAD**

(Street)

**UTICA, NY 13502-5994**

(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) below)

EVP, Finance, CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 06/01/2014                              |                                                             | M                                    |                                                                            | 800                                                                                                                | A \$ 0                                                               | 46,090 D                                                          |
| Common<br>Stock                       | 06/01/2014                              |                                                             | F                                    |                                                                            | 289                                                                                                                | D \$<br>44.9                                                         | 45,801 D                                                          |
| Common<br>Stock                       | 06/01/2014                              |                                                             | M                                    |                                                                            | 1,200                                                                                                              | A \$ 0                                                               | 47,001 D                                                          |
| Common<br>Stock                       | 06/01/2014                              |                                                             | F                                    |                                                                            | 433                                                                                                                | D \$<br>44.9                                                         | 46,568 D                                                          |
| Common<br>Stock                       | 06/01/2014                              |                                                             | M                                    |                                                                            | 1,200                                                                                                              | A \$ 0                                                               | 47,768 D                                                          |

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|              |            |   |       |   |         |        |   |
|--------------|------------|---|-------|---|---------|--------|---|
| Common Stock | 06/01/2014 | F | 433   | D | \$ 44.9 | 47,335 | D |
| Common Stock | 06/01/2014 | M | 1,200 | A | \$ 0    | 48,535 | D |
| Common Stock | 06/01/2014 | F | 433   | D | \$ 44.9 | 48,102 | D |
| Common Stock | 06/01/2014 | M | 1,400 | A | \$ 0    | 49,502 | D |
| Common Stock | 06/01/2014 | F | 505   | D | \$ 44.9 | 48,997 | 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                         |                            |
| Rsus (restricted Stock Units)              | \$ 0                                                   | 06/01/2014                           |                                                    | M                              |                                                                                         | 800                                                      | <u>(1)</u> 06/01/2019                                       | Common Stock 800           |
| Rsus (restricted Stock Units)              | \$ 0                                                   | 06/01/2014                           |                                                    | M                              |                                                                                         | 1,200                                                    | <u>(1)</u> 06/01/2020                                       | Common Stock 1,200         |
| Rsus (restricted Stock Units)              | \$ 0                                                   | 06/01/2014                           |                                                    | M                              |                                                                                         | 1,200                                                    | <u>(1)</u> 06/01/2021                                       | Common Stock 1,200         |
| Rsus (restricted Stock Units)              | \$ 0                                                   | 06/01/2014                           |                                                    | M                              |                                                                                         | 1,200                                                    | <u>(1)</u> 06/01/2022                                       | Common Stock 1,200         |
| Rsus (restricted Stock Units)              | \$ 0                                                   | 06/01/2014                           |                                                    | M                              |                                                                                         | 1,400                                                    | <u>(1)</u> 06/01/2023                                       | Common Stock 1,400         |

|                                        |         |            |   |       |            |            |                 |     |
|----------------------------------------|---------|------------|---|-------|------------|------------|-----------------|-----|
| Rsus<br>(restricted<br>Stock Units)    | \$ 0    | 06/01/2014 | A | 4,550 | <u>(1)</u> | 06/01/2024 | Common<br>Stock | 4,5 |
| Sars (Stock<br>Appreciation<br>Rights) | \$ 44.9 | 06/01/2014 | A | 9,750 | <u>(2)</u> | 06/01/2024 | Common<br>Stock | 9,7 |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                         |       |
|------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                 | Other |
| SHALLISH ROBERT D JR<br>C/O CONMED CORP<br>525 FRENCH ROAD<br>UTICA, NY 13502-5994 |               |           | EVP,<br>Finance,<br>CFO |       |

## Signatures

Daniel S. Jonas for Robert D. Shallish 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) 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. 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.