

Orr, III San W.
Form 4
May 20, 2013

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 *
Orr, III San W.

2. Issuer Name and Ticker or Trading Symbol
Colfax CORP [CFX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BDT CAPITAL PARTNERS, LLC, 401 NORTH MICHIGAN AVENUE, SUITE 3100

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

CHICAGO, IL 60611

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$.001	05/16/2013 ⁽¹⁾		A	828	A	\$ 0	7,767	D
Common Stock, par value \$.001	05/20/2013		J ⁽²⁾	1,383	D	\$ 0	6,384	D

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

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number.

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 (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
Director Stock Option (right to buy)	\$ 48.29	05/16/2013		A	2,070	05/16/2013 05/15/2020	Common Stock, par value \$0.01	2,070
Director Stock Option (right to buy)	\$ 28.92					05/16/2012 05/15/2019	Common Stock, par value \$0.01	3,458

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Orr, III San W. C/O BDT CAPITAL PARTNERS, LLC 401 NORTH MICHIGAN AVENUE, SUITE 3100 CHICAGO, IL 60611	X			

Signatures

/s/ San W. Orr,
III
05/20/2013
Date
**Signature of Reporting Person

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) This transaction was an annual grant of restricted stock units to Mr. Orr in connection with his service on the Board of Directors of the Issuer. Mr. Orr has been designated for election to the Issuer's Board of Directors by BDT CF Acquisition Vehicle, LLC (the "Investor"),

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an investor, together with certain related entities, in the Issuer.

(2) On May 20, 2013, Mr. Orr transferred 1,383 shares of Common Stock to the Investor.

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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