

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 3, 2004

CONMED CORPORATION
(Exact name of registrant as specified in its charter)

New York ----- (State or other jurisdiction of incorporation or organization)	0-16093 ----- (Commission File Number)	16-0977505 ----- (I.R.S. Employer Identification No.)
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525 French Road
Utica, New York 13502

(Address of principal executive offices, including zip code)

(315) 797-8375

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (See General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

On November 3, 2004, CONMED Corporation (the "Registrant") announced an intended offering, in private placement, \$125 million in aggregate principal amount of convertible senior subordinated notes (the "Senior Subordinated Notes") due 2024. On November 4, 2004, the Registrant announced that it had priced its offering, of \$125 million in aggregate principal amount of 2.50% Senior Subordinated Notes. In addition, the Registrant has granted the initial purchasers a 13-day option to purchase up to an additional \$25 million of Senior Subordinated Notes.

The convertible notes are being offered and sold to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The Rule 135c press releases relating to the offering are filed as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibits are included herewith:

Exhibit No. Description of Exhibit

99.1 Press Release dated November 3, 2004, issued by CONMED Corporation announcing its intent to offer, in a private placement, \$125 million in aggregate principal amount of convertible senior subordinated notes due 2024.

99.2 Press Release dated November 4, 2004, issued by CONMED Corporation announcing that it has priced its offering, in a private placement, of \$125 million in aggregate principal amount of 2.50% senior subordinated notes due 2024.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CONMED CORPORATION
(Registrant)

By: /s/ Robert D. Shallish, Jr.

Vice President-Finance and
Chief Financial Officer

Date: November 8, 2004

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press Release dated November 3, 2004, issued by CONMED Corporation announcing its intent to offer, in a private placement, \$125 million in aggregate principal amount of convertible senior subordinated notes due 2024.
99.2	Press Release dated November 4, 2004, issued by CONMED Corporation announcing that it has priced its offering, in a private placement, of \$125 million in aggregate principal amount of 2.50% senior subordinated notes due 2024.

NEWS RELEASE

Contact:
CONMED Corporation
Robert Shallish
Chief Financial Officer
315-624-3206

FOR RELEASE: 6:00 PM (Eastern) November 3, 2004

CONMED CORPORATION ANNOUNCES PROPOSED OFFERING OF
CONVERTIBLE SENIOR SUBORDINATED NOTES

Utica, New York, November 3, 2004 ----- CONMED Corporation (Nasdaq: CNMD) announced today that it intends to offer, in a private placement, \$125 million in aggregate principal amount of convertible senior subordinated notes due 2024. In addition, the Company expects to grant the initial purchasers a 13-day option to purchase up to an additional \$18.75 million of convertible senior subordinated notes.

It is contemplated that the convertible notes will be subordinated unsecured obligations of the Company and will be convertible under certain circumstances into a combination of cash and common stock of the Company. In general, upon conversion, the holder of each note would receive the conversion value of the note payable in cash up to the principal amount of the note and common stock of the Company for the note's conversion value in excess of such principal amount.

The Company intends to use approximately \$90 million of the net proceeds from the offering to repay borrowings under its senior credit agreement and intends to use up to \$30 million of the remaining net proceeds to repurchase its common stock in privately negotiated transactions from a limited number of persons, which may include shares sold by purchasers of the convertible notes in "short" sales concurrently with, and contingent upon, the sales of the notes. The Company intends to use any remaining proceeds not used to repay debt or repurchase shares for working capital and general corporate purposes.

The convertible notes will be offered and sold only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. The convertible notes and the underlying common stock issuable upon conversion have not been registered under the Securities Act or any applicable state securities laws and may not be offered or sold in the United States, absent registration or an applicable exemption from such registration requirements. This announcement is neither an offer to sell nor a solicitation of any offer to buy any of the securities to be offered.

Please note that this press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 that represent the Company's current expectations and beliefs, including the Company's intent to complete the offering described above.

NEWS RELEASE

CONTACT:
CONMED Corporation
Robert Shallish, Jr.
Chief Financial Officer
315-624-3206

FOR RELEASE: Immediately November 4, 2004

ConMed Corporation Announces Pricing of
2.50% Convertible Senior Subordinated Notes

Utica, New York, November 4, 2004 ----- CONMED Corporation (Nasdaq: CNMD) announced today that it has priced its offering, in a private placement, of \$125 million in aggregate principal amount of 2.50% convertible senior subordinated notes due 2024. In addition, the Company has granted the initial purchasers a 13-day option to purchase up to an additional \$25 million of 2.50% convertible senior subordinated notes.

The convertible notes will be subordinated unsecured obligations of the Company and will be convertible under certain circumstances into a combination of cash and common stock of the Company. In general, upon conversion, the holder of each note would receive the conversion value of the note payable in cash up to the principal amount of the note and common stock of the Company for the note's conversion value in excess of the principal amount.

The convertible notes will mature on November 15, 2024 and will not be redeemable by the Company prior to November 15, 2011. The holders of the convertible notes will be able to require the Company to repurchase some or all of the convertible notes on November 15, 2011, 2014 and 2019.

The Company intends to use approximately \$90 million of the net proceeds from the offering to repay borrowings under its senior credit agreement and intends to use approximately \$30 million of the remaining net proceeds to repurchase its common stock in privately negotiated transactions. Any remaining proceeds not used to repay debt or repurchase shares will be used by the Company for working capital and general corporate purposes.

The convertible notes are being offered and sold only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. The convertible notes and the underlying common stock issuable upon conversion have not been registered under the Securities Act or any applicable state securities laws and may not be offered or sold in the United States, absent registration or an applicable exemption from such registration requirements. This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the securities to be offered.

Please note that this press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 that represent the Company's current expectations and beliefs, including the completion of the offering described above.