UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended
March 31, 2006

Commission File Number 0-16093

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

New York	**16-0977505**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
525 French Road, Utica, New York	**13502**
(Address of principal executive offices)	(Zip Code)

(315) 797-8375
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

The number of shares outstanding of registrant's common stock, as of
May 1, 2006 is 28,095,075 shares.

CONMED CORPORATION

QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2006

PART I FINANCIAL INFORMATION

PART I FINANCIAL INFORMATION
Item 1.

CONMED CORPORATION
CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(Unaudited, in thousands except per share amounts)

	Three Months Ended March 31,	
	2005	**2006**
Net sales	$ 155,859	$ 158,466
Cost of sales	75,384	80,566
Gross profit	80,475	77,900
Selling and administrative expense	52,532	58,374
Research and development expense	5,849	7,825
Other expense	1,900	570
	60,281	66,769
Income from operations	20,194	11,131
Interest expense	3,759	4,866
Income before income taxes	16,435	6,265
Provision for income taxes	5,670	1,925
Net income	$ 10,765	$ 4,340
Per share data:		
Net income		
Basic	$ .37	$ .15
Diluted	.36	.15
Weighted average common shares		
Basic	29,127	28,082
Diluted	29,721	28,358

See notes to consolidated condensed financial statements.

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CONMED CORPORATION
CONSOLIDATED CONDENSED BALANCE SHEETS
(Unaudited, in thousands except share and per share amounts)

	December 31, 2005	March 31, 2006
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,454	$ 4,653
Accounts receivable, net	83,327	81,160
Inventories	152,428	157,735
Deferred income taxes	12,887	12,342
Prepaid expenses and other current assets	3,419	3,784
Total current assets	255,515	259,674
Property, plant and equipment, net	104,224	106,364
Goodwill	335,651	335,632
Other intangible assets, net	191,402	190,250
Other assets	16,991	15,145
Total assets	$ 903,783	$ 907,065
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 4,208	$ 2,963
Accounts payable	31,084	33,671
Accrued compensation and benefits	12,461	12,491
Income taxes payable	4,706	3,328
Accrued interest	1,095	2,873
Other current liabilities	8,578	9,168
Total current liabilities	62,132	64,494
Long-term debt	302,643	297,423
Deferred income taxes	62,554	64,068
Other long-term liabilities	23,448	25,381
Total liabilities	450,777	451,366
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, par value $.01 per share;		
authorized 500,000 shares; none outstanding.	-	-
Common stock, par value $.01 per share;		
100,000,000 shares authorized; 31,137,119 and		
31,174,256 shares issued in		
2005 and 2006, respectively	311	312
Paid-in capital	278,281	279,866
Retained earnings	259,932	264,272
Accumulated other comprehensive income	(9,736)	(9,563)
Less 2,944,905 and 3,088,064 shares of common stock		
in treasury, at cost in 2005 and 2006, respectively	(75,782)	(79,188)
Total shareholders' equity	453,006	455,699
Total liabilities and shareholders' equity	$ 903,783	$ 907,065

See notes to consolidated condensed financial statements.

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CONMED CORPORATION
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Three Months Ended March 31,	
	2005	2006
Cash flows from operating activities:		
Net income	$ 10,765	$ 4,340
Adjustments to reconcile net income		
to net cash provided by operating activities:		
Depreciation	2,917	2,723
Amortization	4,544	4,605
Stock option expense	-	814
Deferred income taxes	3,683	2,121
Income tax benefit of		
stock option exercises	1,825	13
Excess tax benefits from stock-based		
compensation	-	(13)
Increase (decrease) in cash flows		
from changes in assets and liabilities:		
Sale of accounts receivable	(5,000)	(3,000)
Accounts receivable	3,960	5,167
Inventories	(6,311)	(7,836)
Accounts payable	(1,501)	2,770
Income taxes payable	(1,500)	(1,453)
Accrued compensation and benefits	(1,398)	30
Accrued interest	1,214	1,778
Other assets	(1,393)	(571)
Other liabilities	2,426	2,523
Net cash provided by operating activities	14,231	14,011
Cash flows from investing activities:		
Proceeds from sale of equity investment	-	1,205
Purchases of property, plant and equipment	(3,985)	(4,908)
Net cash used in investing activities	(3,985)	(3,703)
Cash flows from financing activities:		
Net proceeds from common stock issued under		
employee plans	6,053	772
Excess tax benefits from stock-based compensation	-	13
Repurchase of common stock	-	(3,406)
Payments on long term debt	(13,152)	(6,465)
Payments related to issuance of long-term debt	(23)	-
Net change in cash overdrafts	(824)	(183)
Net cash used in financing activities	(7,946)	(9,269)
Effect of exchange rate changes		
on cash and cash equivalents	(648)	160
Net increase in cash and cash equivalents	1,652	1,199
Cash and cash equivalents at beginning of period	4,189	3,454
Cash and cash equivalents at end of period	$ 5,841	$ 4,653

See notes to consolidated condensed financial statements.

CONMED CORPORATION
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Unaudited, in thousands except share and per share amounts)

Note 1 - Operations and significant accounting policies

Organization and operations

The accompanying consolidated condensed financial statements include the accounts of CONMED Corporation and its controlled subsidiaries ("CONMED", the "Company", "we" or "us"). All intercompany accounts and transactions have been eliminated. CONMED is a medical technology company with an emphasis on surgical devices and equipment for minimally invasive procedures and monitoring. The Company's products serve the clinical areas of arthroscopy, powered surgical instruments, electrosurgery, cardiac monitoring disposables, endosurgery and endoscopic technologies. They are used by surgeons and physicians in a variety of specialties including orthopedics, general surgery, gynecology, neurosurgery, and gastroenterology.

CONMED conducts its business through five principal operating units, CONMED Electrosurgery, CONMED Endoscopic Technologies, CONMED Endosurgery, CONMED Linvatec and CONMED Patient Care. All of our operating units qualify for aggregation under SFAS 131 except CONMED Patient Care. The economic characteristics of CONMED Patient Care do not meet the criteria for aggregation due to the lower overall operating income in this segment. Accordingly, we have provided comparable information for the prior year. Based upon the aggregation criteria for segment reporting, we have grouped all of our operating units except CONMED Patient Care into a single segment comprised of medical instruments and systems used in surgical and other medical procedures. CONMED Patient Care is comprised of cardiac monitoring disposables as well as a variety of other medical products.

Note 2 - Interim financial information

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. Results for the period ended March 31, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006.

The consolidated condensed financial statements and notes thereto should be read in conjunction with the financial statements and notes for the year-ended December 31, 2005 included in our Annual Report on Form 10-K.

Note 3 - Other comprehensive income

Comprehensive income (loss) consists of the following:

	Three months ended March 31,	
	2005	2006
Net income	$ 10,765	$ 4,340
Other comprehensive income:		
Foreign currency translation adjustment	(516)	173
Comprehensive income	$ 10,249	$ 4,513

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Accumulated other comprehensive income (loss) consists of the following:

	Minimum Pension Liability	Cumulative Translation Adjustments	Accumulated Other Comprehensive Income (loss)
Balance, December 31, 2005	$ (10,135)	$ 399	$ (9,736)
Foreign currency translation adjustments	-	173	173
Balance, March 31, 2006	$ (10,135)	$ 572	$ (9,563)

Note 4 - Stock-based compensation

The Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment" ("SFAS 123R") in December 2004. We adopted SFAS 123R effective January 1, 2006. SFAS 123R requires that all share-based payments to employees, including grants of employee stock options, be recognized in the financial statements based on their fair values.

Prior to January 1, 2006, we accounted for stock-based compensation in accordance with Accounting Principles Board Opinion No. 25 "Accounting for Stock Issued to Employees" ("APB 25"). No compensation expense was recognized for stock options under the provisions of APB 25 since all options granted had an exercise price equal to the market value of the underlying stock on the grant date.

SFAS No. 123R was adopted using the modified prospective transition method. Under this method, the provisions of SFAS No. 123R apply to all awards granted or modified after the date of adoption. In addition, compensation expense must be recognized for any nonvested stock option awards outstanding as of the date of adoption. Prior periods have not been restated.

We have elected to adopt the alternative transition method, as permitted by FASB Staff Position No. FAS 123R-3 "Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards," to calculate the tax effects of stock-based compensation pursuant to SFAS 123R for those employee awards that were outstanding upon adoption of SFAS 123R. The alternative transition method allows the use of a simplified method to calculate the beginning pool of excess tax benefits available to absorb tax deficiencies recognized subsequent to the adoption of SFAS 123R.

Prior to the adoption of SFAS 123R, the Company reported all tax benefits resulting from the exercise of stock options as operating cash flows in the Consolidated Condensed Statements of Cash Flows. SFAS 123R requires cash flows resulting from the tax deductions in excess of the related compensation cost recognized in the financial statements (excess tax benefits) to be classified as financing cash flows. In accordance with SFAS 123R, excess tax benefits recognized in periods after the adoption date have been properly classified as financing cash flows. Excess tax benefits recognized in periods prior to the adoption date are classified as operating cash flows.

Total pre-tax stock-based compensation expense recognized in the Consolidated

Condensed Statements of Income was $814 for the three months ended March 31, 2006. This amount is included in selling and administrative expenses on the Consolidated Condensed Statements of Income. Tax related benefits of $56 were also recognized for the first three months of 2006. Cash received from the exercise of stock options was $6.0 million and $0.1 million for the three months ended March 31, 2005 and 2006, respectively, and is reflected in cash flows from financing activities in the Consolidated Condensed Statements of Cash Flows.

We have reserved 6.7 million shares of common stock for issuance to employees and directors under three shareholder-approved stock option plans (the "Plans") of which approximately 141,000 shares remain available for grant at March 31, 2006. The exercise price on all outstanding options is equal to the quoted fair market value of the stock at the date of grant. Stock options are non-transferable other than on death and generally become exercisable over a five year period from date of grant and expire ten years from date of grant.

The weighted average fair value of options granted in the first three months of 2006 was $9.61. The fair value of these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions for options granted: Risk-free interest rate of 4.71%; volatility factor of the expected market price of the Company's common stock of 43.78%; a weighted-average expected life of the option of 5.7 years; and that no dividends would be paid on common stock. The risk free interest rate is based on the option grant date for a traded zero-coupon U.S. Treasury bond with a maturity date equal to the expected life. Expected volatilities are based upon historical volatility of the Company's stock over a period equal to the expected life of each option grant. The expected life selected for options granted during the three months ended March 31, 2006 represents the period of time that the options are expected to be outstanding based on a study of historical data of option holder exercise and termination behavior.

The following table illustrates the stock option activity for the three months ended March 31, 2006:

	Number of Shares	Weighted-Average Exercise Price
Outstanding at December 31, 2005	3,085	$ 22.12
Granted	3	20.03
Exercised	(7)	13.26
Outstanding at March 31, 2006	3,081	$ 22.14
Exercisable at March 31, 2006	2,128	$ 20.99

The weighted average remaining contractual term for stock options outstanding and exercisable at March 31, 2006 was 6.4 years and 5.7 years, respectively. The aggregate intrinsic value of stock options outstanding and exercisable at March 31, 2006 was $3.3 million and $2.8 million, respectively. The aggregate intrinsic value of stock options exercised during the three months ended March 31, 2005 and 2006 was $5.3 million and $57, respectively.

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As of March 31, 2006, there was $8.0 million of total unrecognized compensation cost related to nonvested stock options granted under the Plan which is expected to be recognized over 3.76 years (weighted average period of 1.6 years).

SFAS No. 123R requires disclosure of pro forma information for periods prior to the adoption. The pro forma disclosures are based on the fair value of awards at the grant date, amortized to expense over the service period. The following table illustrates the effect on net earnings and earnings per share if the company had applied the fair value recognition provisions of SFAS No. 123R to stock-based employee compensation for the three months ended March 31, 2005.

	Three months ended March 31, 2005
Net income — as reported	$ 10,765
Pro forma stock-based employee compensation expense, net of related income tax effect	(423)
Net income — pro forma	$ 10,342
Earnings per share - as reported:	
Basic	$ .37
Diluted	$ .36
Earnings per share - pro forma:	
Basic	$ .36
Diluted	$ .35

Note 5 - Inventories

Inventories consist of the following:

	December 31, 2005	March 31, 2006
Raw materials	$ 45,991	$ 43,482
Work-in-process	16,472	19,174
Finished goods	89,965	95,079
Total	$ 152,428	$ 157,735

Note 6 - Earnings per share

We compute basic earnings per share ("basic EPS") by dividing net income by the weighted average number of common shares outstanding for the reporting period. Diluted earnings per share ("diluted EPS") gives effect to all dilutive potential shares outstanding resulting from employee stock options during the period. The following table sets forth the computation of basic and diluted earnings per share for the three month periods ended March 31, 2005 and 2006.

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	Three months ended March 31,	
	2005	2006
Net income	$ 10,765	$ 4,340
Basic - weighted average shares outstanding	29,127	28,082
Effect of dilutive potential securities	594	276
Diluted - weighted average shares outstanding	29,721	28,358
Basic EPS	$ .37	$ .15
Diluted EPS	.36	.15

The shares used in the calculation of diluted EPS exclude options to purchase shares where the exercise price was greater than the average market price of common shares for the period. No such shares were excluded from the calculation of diluted EPS for the three months ended March 31, 2005. Such shares aggregated approximately 1.7 million for the three months ended March 31, 2006. Upon conversion of our 2.50% convertible senior subordinated notes (the "Notes"), the holder of each Note will receive the conversion value of the Note payable in cash up to the principal amount of the Note and CONMED common stock for the Note's conversion value in excess of such principal amount. As of March 31, 2006, our share price has not exceeded the conversion price of the Notes, therefore the conversion value was less than the principal amount of the Notes. Under the net share settlement method and in accordance with Emerging Issues Task Force ("EITF") Issue 04-8, "The Effect of Contingently Convertible Debt on Diluted Earnings per Share", there were no potential shares issuable under the Notes to be used in the calculation of diluted EPS. The maximum number of shares we may issue with respect to the Notes is 5,750,000.

Note 7 - Goodwill and other intangible assets

The changes in the net carrying amount of goodwill for the three months ended March 31, 2006 are as follows:

Balance as of January 1, 2006	$ 335,651
Foreign currency translation	(19)
Balance as of March 31, 2006	$ 335,632

Goodwill associated with each of our principal operating units is as follows:

	December 31, 2005	March 31, 2006
CONMED Electrosurgery	$ 16,645	$ 16,645
CONMED Endoscopic Technologies	46,649	46,649
CONMED Endosurgery	42,404	42,404
CONMED Linvatec	175,853	175,834
CONMED Patient Care	54,100	54,100
Balance	$ 335,651	$ 335,632

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Other intangible assets consist of the following:

Amortized intangible assets:	December 31, 2005 Gross Carrying Amount	December 31, 2005 Accumulated Amortization	March 31, 2006 Gross Carrying Amount	March 31, 2006 Accumulated Amortization
Customer relationships	$ 110,612	$ (21,317)	$ 110,612	$ (22,075)
Patents and other intangible assets	37,344	(22,581)	37,470	(23,101)
Unamortized intangible assets:				
Trademarks and tradenames	87,344	-	87,344	-
	$ 235,300	$ (43,898)	$ 235,426	$ (45,176)

Other intangible assets primarily represent allocations of purchase price to identifiable intangible assets of acquired businesses. The weighted average amortization period for intangible assets which are amortized is 26 years. Customer relationships are being amortized over a weighted average life of 37 years. Patents and other intangible assets are being amortized over a weighted average life of 11 years.

Amortization expense related to intangible assets which are subject to amortization totaled $1,278 and $1,460 in the three months ended March 31, 2006 and 2005, respectively. These amounts have been included in selling and administrative expense on the Consolidated Condensed Statement of Income.

The estimated amortization expense for the year ending December 31, 2006, including the quarterly period ended March 31, 2006, and for each of the five succeeding years is as follows:

2006	$5,070
2007	5,056
2008	5,056
2009	5,056
2010	4,677
2011	4,375

We perform impairment tests of goodwill and indefinite-lived intangible assets and evaluate the useful lives of acquired intangible assets subject to amortization. These tests and evaluations are performed in accordance with Statement of Financial Accounting Standards No. 142, “Goodwill and Other Intangible Assets.” No impairment losses or adjustments to useful lives have been recognized as a result of these tests. It is our policy to perform annual impairment tests in the fourth quarter.

Note 8 — Guarantees

We provide warranties on certain of our products at the time of sale. The standard warranty period for our capital and reusable equipment is generally one year. Liability under service and warranty policies is based upon a review of historical warranty and service claim experience. Adjustments are made to accruals as claim data and historical experience warrant.

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Changes in the carrying amount of service and product warranties for the three months ended March 31, 2006 are as follows:

Balance as of January 1, 2006	$	3,416
Provision for warranties		1,327
Claims made		(1,303)
Balance as of March 31, 2006	$	3,440

Note 9 - Pension plan

Net periodic pension costs consist of the following:

	Three months ended March 31,	
	2005	2006
Service cost	$ 993	$ 1,405
Interest cost on projected benefit obligation	750	827
Expected return on plan assets	(809)	(795)
Net amortization and deferral	209	298
Net periodic pension cost	$ 1,143	$ 1,735

We previously disclosed in our Annual Report on Form 10-K for the year-ended December 31, 2005 that we do not expect to be required to make contributions to our pension plan in 2006. No pension funding was required or made during the quarter ended March 31, 2006.

Note 10 — Other expense

Other expense consists of the following:

	2005	2006
Termination of product offering	$ 520	$ 56
Acquisition-related costs	1,380	514
Other expense	$ 1,900	$ 570

During 2004, we elected to terminate our surgical lights product line. We instituted a customer replacement program whereby all currently installed surgical lights have been or will be replaced by CONMED. The entire cost of the replacement program, including the write-off of the remaining surgical lights inventory, purchase of new surgical lights from an alternative supplier and installation costs are expected to approximate $5.8 million. Through December 31, 2005, we recorded charges totaling $3.9 million related to the surgical lights customer replacement program (including $0.5 million in the first quarter of 2005). During the first quarter of 2006, we recorded an additional $0.1 million in such charges. It is anticipated that an additional $1.8 million in costs will be incurred during the remainder of 2006 as the surgical lights customer replacement program is completed.

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On September 30, 2004, we acquired the business operations of the Endoscopic Technologies Division of C.R. Bard, Inc. (the "Bard Endoscopic Technologies acquisition"). As part of the acquisition, manufacturing of the acquired products is being conducted in various C.R. Bard facilities under a transition agreement. The transition of the manufacturing of these products from C.R. Bard facilities to CONMED facilities is currently underway and is expected to be completed in 2006. During the first quarter of 2005, we incurred $1.4 million of acquisition-related charges associated with the Bard Endoscopic Technologies acquisition which have been recorded in other expense. These expenses principally consist of severance and other transition related charges. During 2006, we incurred an additional $0.5 million of such acquisition, transition and integration related charges.

Note 11 — Business Segments and Geographic Areas

CONMED conducts its business through five principal operating units, CONMED Endoscopic Technologies, CONMED Endosurgery, CONMED Electrosurgery, CONMED Linvatec and CONMED Patient Care. In accordance with Statement of Financial Accounting Standards No. 131 "Disclosures About Segments of an Enterprise and Related Information" ("SFAS 131"), our chief operating decision-maker has been identified as the President and Chief Operating Officer, who reviews operating results and makes resource allocation decisions for the entire company. We believe each of our segments are similar in the nature of products, production processes, customer base, distribution methods and regulatory environment.

All of our operating units qualify for aggregation under SFAS 131 except CONMED Patient Care. The economic characteristics of CONMED Patient Care do not meet the criteria for aggregation due to the lower overall operating income in this segment. Accordingly, we have provided comparable information for the prior year. Based upon the aggregation criteria for segment reporting, we have grouped all of our operating units except CONMED Patient Care into a single segment comprised of medical instruments and systems used in surgical and other medical procedures. CONMED Patient Care is comprised of cardiac monitoring disposables as well as a variety of other medical products.

The following is net sales information by product line and reportable segment:

	2005	2006
Medical Instruments and Systems	136,952	138,855
Patient Care	18,907	19,611
Total	$ 155,859	$ 158,466

Total assets, capital expenditures, depreciation and amortization information are not available by segment.

The following is a reconciliation between segment operating income and income before income taxes:

	2005	2006
Medical Instruments and Systems	$ 18,649	$ 10,867
Patient Care	1,545	264
Total operating income	20,194	11,131
Interest expense	3,759	4,866
Total income before income taxes	$ 16,435	$ 6,265

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Note 12 - Legal proceedings

From time to time, we are a defendant in certain lawsuits alleging product liability, patent infringement, or other claims incurred in the ordinary course of business. Likewise, from time to time, the Company may receive a subpoena from a government agency such as the Equal Employment Opportunity Commission, Occupational Safety and Health Administration, the Department of Labor, the Treasury Department, and other federal and state agencies. These subpoenae may or may not be routine inquiries. These claims are generally covered by various insurance policies, subject to certain deductible amounts and maximum policy limits. When there is no insurance coverage, as would typically be the case primarily in lawsuits alleging patent infringement or in connection with certain government investigations, we establish sufficient reserves to cover probable losses associated with such claims. We do not expect that the resolution of any pending claims or investigations will have a material adverse effect on our financial condition or results of operations. There can be no assurance, however, that future claims or investigations, the costs associated with claims or investigations, especially claims and investigations not covered by insurance, will not have a material adverse effect on our future performance.

Manufacturers of medical products may face exposure to significant product liability claims. To date, we have not experienced any material product liability claims, but any such claims arising in the future could have a material adverse effect on our business or results of operations. We currently maintain commercial product liability insurance of $25 million per incident and $25 million in the aggregate annually, which we believe is adequate. This coverage is on a claims-made basis. There can be no assurance that claims will not exceed insurance coverage or that such insurance will be available in the future at a reasonable cost to us.

Our operations are subject, and in the past have been subject, to a number of environmental laws and regulations governing, among other things, air emissions, wastewater discharges, the use, handling and disposal of hazardous substances and wastes, soil and groundwater remediation and employee health and safety. In some jurisdictions environmental requirements may be expected to become more stringent in the future. In the United States certain environmental laws can impose liability for the entire cost of site restoration upon each of the parties that may have contributed to conditions at the site regardless of fault or the lawfulness of the party's activities. While we do not believe that the present costs of environmental compliance and remediation are material, there can be no assurance that future compliance or remedial obligations could not have a material adverse effect on our financial condition or results of operations.

In November 2003, we commenced litigation against Johnson & Johnson and several of its subsidiaries, including Ethicon, Inc. for violation of federal and state antitrust laws. The lawsuit claims that Johnson & Johnson engaged in illegal and anticompetitive conduct with respect to sales of product used in endoscopic surgery, resulting in higher prices to consumers and the exclusion of competition. We have sought relief which includes an injunction restraining Johnson & Johnson from continuing its anticompetitive practice as well as receiving the maximum amount of damages allowed by law. The discovery phase is now essentially completed. Johnson & Johnson filed a motion for summary judgment on October 21, 2005. If granted, the motion would end the case, subject to an appeal that we would be entitled to take. Our response to the motion was submitted in November 2005, and the hearing on the motion was held on December 16, 2005. There is no fixed time frame within which the Court must decide the motion. While we believe that our claims are well-grounded in fact and law, there can be no assurance that we will be successful in our claim. In addition, the costs associated with

pursuing this claim may be material.

On April 7, 2006, CONMED received a copy of a complaint filed in the United States District for the Northern District of New York on behalf of a purported class of former CONMED Linvatec sales representatives. The complaint alleges that the former sales representatives were entitled to, but did not receive, severance in 2003 when Linvatec restructured its distribution channels. CONMED believes that the maximum exposure is $2.5 to $3.0 million, not including any interest, fees or costs that might be awarded if the five named plaintiffs were to prevail on their own behalf as well as on behalf of all members of the purported class. Conmed Linvatec did not generally pay severance during the 2003 restructuring because the former sales representatives were offered sales positions with Linvatec's new manufacturer's representatives. Other than three of the five named plaintiffs in the class action, nearly all of Linvatec's former sales representatives accepted such positions. Four of the named plaintiffs also recently submitted formal ERISA claims for severance, and said claims have been forwarded to the Plan Administrator for review and action. Although the Plan Administrator has not completed her review, if the Plan Administrator reaches the same determination that was made in 2003, the Company believes there would be no merit to the claims asserted in the Complaint, although there can be no assurance that the Company would prevail in the litigation.

Note 13 - New accounting pronouncements

In February 2006, the FASB issued Statement of Financial Accounting Standard No. 155 "Accounting for Certain Hybrid Financial Instruments" ("SFAS 155"), which eliminates the exemption from applying Statement of Financial Accounting Standard No. 133 "Accounting for Derivative Instruments and Hedging Activities" to interests in securitized financial assets so that similar instruments are accounted for similarly regardless of the form of the instruments. SFAS 155 also allows the election of fair value measurement at acquisition, at issuance, or when a previously recognized financial instrument is subject to a re-measurement event. Adoption is effective for all financial instruments acquired or issued after the beginning of the first fiscal year that begins after September 15, 2006. Early adoption is permitted. The adoption of SFAS 155 is not expected to impact our consolidated financial position, results of operations or cash flows.

In March 2006, the FASB issued Statement of Financial Accounting Standard No. 156 "Accounting for Servicing of Financial Assets" ("SFAS 156"), which requires all separately recognized servicing assets and servicing liabilities be initially measured at fair value. SFAS 156 permits, but does not require, the subsequent measurement of servicing assets and servicing liabilities at fair value. Adoption is required as of the beginning of the first fiscal year that begins after September 15, 2006. Early adoption is permitted. The adoption of SFAS 156 is not expected to impact our consolidated financial position, results of operations or cash flows.

Note 14 - Subsequent events

On April 13, 2006, we entered into an amended and restated $235.0 million senior credit agreement (the "amended and restated senior credit agreement"). The amended and restated senior credit agreement consists of a $100 million revolving credit facility and a $135.0 million term loan. The proceeds of the term loan portion of the amended and restated senior credit agreement were used to repay borrowings outstanding on the term loan and revolving credit facility as of March 31, 2006 under the then existing senior credit agreement.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-looking statements

In this Report on Form 10-Q, we make forward-looking statements about our financial condition, results of operations and business. Forward-looking statements are statements made by us concerning events that may or may not occur in the future. These statements may be made directly in this document or may be "incorporated by reference" from other documents. Such statements may be identified by the use of words such as "anticipates", "expects", "estimates", "intends" and "believes" and variations thereof and other terms of similar meaning.

Forward-looking statements are not guarantees of future performance

Forward-looking statements involve known and unknown risks, uncertainties and other factors, including those which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include those identified under "Risk Factors" in our Annual Report on Form 10-K for the year-ended December 31, 2005 and the following, among others:

- general economic and business conditions;
- cyclical customer purchasing patterns due to budgetary and other constraints;
- changes in customer preferences;
- competition;
- changes in technology;
- the ability to evaluate, finance and integrate acquired businesses, products and companies;
- the introduction and acceptance of new products;
- changes in business strategy;
- the availability and cost of materials;
- the possibility that United States or foreign regulatory and/or administrative agencies may initiate enforcement actions against us or our distributors;
- future levels of indebtedness and capital spending;
- changes in foreign exchange and interest rates;
- quality of our management and business abilities and the judgment of our personnel;
- the risk of litigation, especially patent litigation as well as the cost associated with patent and other litigation;
- changes in regulatory requirements; and
- the availability, terms and deployment of capital.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations" below and "Risk Factors" and "Business" in our Annual Report on Form 10-K for the year-ended December 31, 2005 for a further discussion of these factors. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect the occurrence of

unanticipated events.

Overview:

CONMED Corporation ("CONMED", the "Company", "we" or "us") is a medical technology company with six principal product lines. These product lines and the percentage of consolidated revenues associated with each, are as follows:

	Three months ended March 31,	
	2005	2006
Arthroscopy	34.6%	34.5%
Powered Surgical Instruments	22.8	21.6
Electrosurgery	13.4	14.7
Patient Care	12.1	12.4
Endoscopic Technologies	9.2	9.3
Endosurgery	7.9	7.5
Consolidated Net Sales	100%	100%

A significant amount of our products are used in surgical procedures with the majority of our revenues derived from the sale of disposable products. We manufacture substantially all of our products in facilities located in the United States, Mexico, and Finland. We market our products both domestically and internationally directly to customers and through distributors. International sales represent a significant portion of our business. During the three months ended March 31, 2006, sales to purchasers outside of the United States accounted for 38.5% of total net sales.

Business Environment and Opportunities

The aging of the worldwide population along with lifestyle changes, continued cost containment pressures on healthcare systems and the desire of clinicians and administrators to use less invasive (or noninvasive) procedures are important trends which are driving the growth in our industry. We believe that with our broad product offering of high quality surgical and patient care products, we can capitalize on this growth for the benefit of the Company and our shareholders.

In order to further our growth prospects, we have historically used strategic business acquisitions and exclusive distribution relationships to continue to diversify our product offerings, increase our market share and realize economies of scale.

We have a variety of research and development initiatives focused in each of our principal product lines. Among the most significant of these efforts is the Endotracheal Cardiac Output Monitor ("ECOM"). Our ECOM product offering is expected to replace catheter monitoring of cardiac output with a specially designed endotracheal tube which utilizes proprietary bio-impedance technology. Also of significance are our research and development efforts in the area of tissue-sealing for electrosurgery and high definition minimally-invasive surgery camera systems for arthroscopy.

Continued innovation and commercialization of new proprietary products and processes are essential elements of our long-term growth strategy. In March 2006, we unveiled several new products at the American Academy of Orthopaedic Surgeons Annual Meeting which will enhance our arthroscopy and powered instrument product offerings. Our reputation as an innovator is exemplified by these recent product introductions, which include the following: the MPower™ System, a battery-powered surgical instrument system that merges the power of a large bone handpiece with the size and design of a small bone handpiece; the MicroPower™ electric powered instrument system for small bone

procedures; the Dry-Doc® Cannula System which offers an improved design for arthroscopic surgical access; the Spectrum® II - Tissue Repair System allowing precise suture placement in arthroscopic shoulder procedures and Bio Mini Revo™ Shoulder Anchor shoulder repair implant.

Business Challenges

During the second half of 2005, we experienced lower than expected sales, as a result, we believe, of lower than anticipated surgical procedures. In addition, during the second half of 2005 and into the first quarter of 2006, we experienced significant cost increases with respect to petroleum-based raw materials such as plastic resins and polymers used in the production of many of our products, particularly our disposable products, as a result of the increased cost of oil. We also experienced significant increases in in-bound and out-bound freight costs. We believe we are beginning to see a return to more normal levels in the number of surgical procedures performed as sales have increased in the first quarter of 2006. We are also in the process of implementing limited price increases to offset the manufacturing cost increases as a result of the increases in the price of oil.

Our facilities are subject to periodic inspection by the United States Food and Drug Administration ("FDA") for, among other things, conformance to Quality System Regulation and Current Good Manufacturing Practice ("CGMP") requirements. Following an inspection, the FDA typically provides its observations, if any, in the form of a Form 483 (Notice of Inspectional Observations) with specific observations concerning potential violation of regulations. In December 2004, the FDA initiated an inspection of our Largo, Florida manufacturing facility. Following the inspection, the FDA issued to us a Form 483 notice which included observations related to our corrective and preventative action procedures for nonconforming products and other quality problems. Although we responded to the Form 483 to address and correct the deficiencies, the FDA further issued a warning letter in June 2005 relating to these observations. We subsequently responded to the FDA with a plan of the corrective actions that we have taken or proposed to take. In that response, we committed to further developing and implementing, in a timely manner, the principles and strategies of a Company-wide systems-based quality management for improved CGMP compliance, operational performance and efficiencies. We consider the receipt of a warning letter to be an important regulatory event. Accordingly, we have been undertaking corrective actions that we believe will involve significant additional costs for the Company. However, even with our efforts to implement a Company-wide quality systems initiative, there can be no assurance that the actions undertaken by the Company will ensure that we will not receive an additional Form 483 or warning letter, or other regulatory actions which may include consent decrees or fines.

We remain in litigation against Johnson & Johnson and several of its subsidiaries, including Ethicon, Inc. for violation of federal and state antitrust laws. The lawsuit claims that Johnson & Johnson engaged in illegal and anticompetitive conduct with respect to sales of product used in endoscopic surgery, resulting in higher prices to consumers and the exclusion of competition. We have sought relief which includes an injunction restraining Johnson & Johnson from continuing its anticompetitive practice as well as receiving the maximum amount of damages allowed by law. While we believe that our claims are well-grounded in fact and law, there can be no assurance that we will be successful in our claim. In addition, the costs associated with pursuing this claim have been substantial. See Note 12 to the Consolidated Condensed Financial Statements.

Critical accounting estimates

Preparation of our financial statements requires us to make estimates and assumptions which affect the reported amounts of assets, liabilities, revenues and expenses. Note 1 to the consolidated financial statements in our Annual Report on Form 10-K for the year-ended December 31, 2005 describes significant accounting policies used in preparation of the consolidated financial statements. The most significant areas involving management judgments and estimates are described below and are considered by management to be critical to understanding the financial condition and results of operations of CONMED Corporation. There have been no significant changes in our critical accounting estimates during the quarter ended March 31, 2006.

Revenue Recognition

Revenue is recognized when title has been transferred to the customer which is at the time of shipment. The following policies apply to our major categories of revenue transactions:

- Sales to customers are evidenced by firm purchase orders. Title and the risks and rewards of ownership are transferred to the customer when product is shipped under our stated shipping terms. Payment by the customer is due under fixed payment terms.

- We place certain of our capital equipment with customers in return for commitments to purchase disposable products over time periods generally ranging from one to three years. In these circumstances, no revenue is recognized upon capital equipment shipment and we recognize revenue upon the disposable product shipment. The cost of the equipment is amortized over the term of individual commitment agreements.

- Product returns are only accepted at the discretion of the Company and in accordance with our "Returned Goods Policy". Historically the level of product returns has not been significant. We accrue for sales returns, rebates and allowances based upon an analysis of historical customer returns and credits, rebates, discounts and current market conditions.

- Our terms of sale to customers generally do not include any obligations to perform future services. Limited warranties are provided for capital equipment sales and provisions for warranty are provided at the time of product sale based upon an analysis of historical data.

- Amounts billed to customers related to shipping and handling have been included in net sales. Shipping and handling costs are included in selling and administrative expense.

- We sell to a diversified base of customers around the world and, therefore, believe there is no material concentration of credit risk.

- We assess the risk of loss on accounts receivable and adjust the allowance for doubtful accounts based on this risk assessment. Historically, losses on accounts receivable have not been material. Management believes that the allowance for doubtful accounts of $1.6 million at March 31, 2006 is adequate to provide for probable losses resulting from accounts receivable.

Inventory Reserves

We maintain reserves for excess and obsolete inventory resulting from the inability to sell our products at prices in excess of current carrying costs. The

markets in which we operate are highly competitive, with new products and surgical procedures introduced on an on-going basis. Such marketplace changes may result in our products becoming obsolete. We make estimates regarding the future recoverability of the costs of our products and record a provision for excess and obsolete inventories based on historical experience, expiration of sterilization dates and expected future trends. If actual product life cycles, product demand or acceptance of new product introductions are less favorable than projected by management, additional inventory write-downs may be required. We believe that our current inventory reserves are adequate.

Business Acquisitions

We have a history of growth through acquisitions. Assets and liabilities of acquired businesses are recorded under the purchase method of accounting at their estimated fair values as of the date of acquisition. Goodwill represents costs in excess of fair values assigned to the underlying net assets of acquired businesses. Other intangible assets primarily represent allocations of purchase price to identifiable intangible assets of acquired businesses. We have accumulated goodwill of $335.6 million and other intangible assets of $190.3 million as of March 31, 2006.

In accordance with Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets," ("SFAS 142"), goodwill and intangible assets deemed to have indefinite lives are not amortized, but are subject to at least annual impairment testing. The identification and measurement of goodwill impairment involves the estimation of the fair value of our business. Estimates of fair value are based on the best information available as of the date of the assessment, which primarily incorporate management assumptions about expected future cash flows and contemplate other valuation techniques. Future cash flows may be affected by changes in industry or market conditions or the rate and extent to which anticipated synergies or cost savings are realized with newly acquired entities.

Intangible assets with a finite life are amortized over the estimated useful life of the asset. Intangible assets which continue to be subject to amortization are also evaluated to determine whether events and circumstances warrant a revision to the remaining period of amortization. An intangible asset is determined to be impaired when estimated undiscounted future cash flows indicate that the carrying amount of the asset may not be recoverable. An impairment loss is recognized by reducing the recorded value to its current fair value. Although no goodwill or other intangible asset impairment has been recorded to date, there can be no assurance that future impairment will not occur. It is our policy to perform annual impairment tests in the fourth quarter.

Pension Plan

We sponsor a defined benefit pension plan covering substantially all our employees. Major assumptions used in accounting for the plan include the discount rate, expected return on plan assets, rate of increase in employee compensation levels and expected mortality. Assumptions are determined based on Company data and appropriate market indicators, and are evaluated annually as of the plan's measurement date. A change in any of these assumptions would have an effect on net periodic pension costs reported in the consolidated financial statements.

Lower market interest rates have resulted in us lowering the discount rate used in determining pension expense from 5.75% in 2005 to 5.55% in 2006. This rate was determined by using the Citigroup Pension Liability Index rate which, we believe, is a reasonable indicator of our plan's future payment stream.

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We have used an expected rate of return on pension plan assets of 8.0% for purposes of determining the net periodic pension benefit cost. In determining the expected return on pension plan assets, we consider the relative weighting of plan assets, the historical performance of total plan assets and individual asset classes and economic and other indicators of future performance. In addition, we consult with financial and investment management professionals in developing appropriate targeted rates of return.

We have estimated our rate of increase in employee compensation levels at 3.0% consistent with our internal budgeting.

Based on these and other factors, pension expense for the year-ended Decmeber 31, 2006 is estimated at approximately $6.9 million as compared to $5.6 million in 2005. Actual expense may vary significantly from this estimate. For the three month period ended March 31, 2006 we recorded $1.7 million in pension expense.

Income Taxes

The recorded future tax benefit arising from net deductible temporary differences and tax carryforwards is approximately $21.7 million at March 31, 2006. Management believes that our earnings during the periods when the temporary differences become deductible will be sufficient to realize the related future income tax benefits.

We operate in multiple taxing jurisdictions, both within and outside the United States. We face audits from these various tax authorities regarding the amount of taxes due. Such audits can involve complex issues and may require an extended period of time to resolve. Our United States federal income tax returns examination by the Internal Revenue Service ("IRS") for calendar years 2001 through 2003 was settled in the first quarter of 2006. As a result of the settlement of the income tax examinations, we adjusted our reserves to consider positions taken in our income tax returns for periods subsequent to 2003. The net effect of these adjustments and the settlement was a $0.5 million reduction in income tax expense for the first quarter of 2006.

We have established a valuation allowance to reflect the uncertainty of realizing the benefits of certain net operating loss carryforwards recognized in connection with an acquisition. Any subsequently recognized tax benefits associated with the valuation allowance would be allocated to reduce goodwill. In assessing the need for a valuation allowance, we estimate future taxable income, considering the feasibility of ongoing tax planning strategies and the realizability of tax loss carryforwards. Valuation allowances related to deferred tax assets may be impacted by changes to tax laws, changes to statutory tax rates and future taxable income levels.

Results of operations

Three months ended March 31, 2006 compared to three months ended March 31, 2005

The following table presents, as a percentage of net sales, certain categories included in our consolidated statements of income for the periods indicated:

	Three Months Ended March 31,	
	2005	**2006**
Net sales	100.0%	100.0%
Cost of sales	48.4	50.8
Gross profit	51.6	49.2
Selling and administrative expense	33.7	36.8
Research and development expense	3.8	4.9
Other expense	1.2	0.4
Income from operations	12.9	7.1
Interest expense	2.4	3.2
Income before income taxes	10.5	3.9
Provision for income taxes	3.6	1.2
Net income	6.9%	2.7%

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Sales for the quarterly period ended March 31, 2006 were $158.5 million, an increase of $2.6 million (1.7%) compared to sales of $155.9 million in the comparable 2005 period. Unfavorable foreign currency exchange rates (when compared to the foreign currency exchange rates in the same period a year ago) reduced sales by approximately $1.3 million.

Arthroscopy sales increased $0.7 million (1.3%) in the quarterly period ended March 31, 2006 to $54.7 million from $54.0 million in the comparable 2005 period as a result of increased sales of resection and video imaging products for arthroscopy and general surgery. This increase was offset in part by reduced sales of procedure specific products.

Powered surgical instrument sales decreased $1.3 million (3.7%) in the quarterly period ended March 31, 2006 to $34.2 million from $35.5 million in the comparable 2005 period, principally as a result of decreased sales of our large bone powered instrument handpieces.

Patient care sales increased $0.7 million (3.7%) in the quarterly period ended March 31, 2006 to $19.6 million from $18.9 million in the comparable 2005 period principally as a result of increased sales of our ECG electrode products.

Electrosurgery sales increased $2.5 million (12.0%) in the quarterly period ended March 31, 2006 to $23.4 million from $20.9 million in the comparable 2005 period, principally as a result of increased sales of our System 5000® electrosurgical generator, Ultraclean products, and electrosurgical pencils.

Endosurgery sales decreased $0.4 million (3.3%) in the quarterly period ended March 31, 2006 to $11.9 million from $12.3 million in the comparable 2005 period. This decrease is principally as a result of decreased sales of skin staplers, hand held instruments and trocar products.

Endoscopic Technologies sales increased $0.4 million (2.8%) in the quarterly period ended March 31, 2006 to $14.7 million from $14.3 million in the comparable 2005 period. This increase is principally due to increased sales in our biliary and pulmonary products.

Cost of sales increased to $80.6 million in the quarterly period ended March 31, 2006 as compared to $75.4 million in the same period a year ago on overall increases in sales volumes as described above. Gross profit margins decreased 2.4 margin points to 49.2% in the quarterly period ended March 31, 2006 as compared to 51.6% in the same period a year ago primarily as a result of significant cost increases with respect to petroleum-based raw materials such as plastic resins and polymers used in the production of many of our products and higher spending related to quality assurance.

Selling and administrative expense increased to $58.4 million in the quarterly period ended March 31, 2006 as compared to $52.5 million in the same period a year ago. Selling and administrative expense as a percentage of net sales increased to 36.8% in

the quarterly period ended March 31, 2006 as compared to 33.7% in the same period a year ago. This increase of 3.1 percentage points is primarily attributable to expensing stock options in 2006 (0.5 percentage points) due to the requirements under the Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment" (see Note 4 to the Consolidated Condensed Financial Statements); increased administrative expenses associated with higher distribution costs (0.6 percentage points) due in part to higher petroleum prices; higher pension costs (0.4 percentage points) due primarily as a result of changes in actuarial assumptions (see "Pension Plan" section of "Critical Accounting Estimates" above); increased spending on corporate quality systems and management (0.3 percentage points) to ensure we continue to maintain appropriate regulatory compliance; other increases in selling and administrative costs (1.3 percentage points) including the Johnson & Johnson litigation (see Note 12 to the Consolidated Condensed Financial Statements).

Research and development expense totaled $7.8 million in the quarterly period ended March 31, 2006 as compared to $5.8 million in the same period a year ago. As a percentage of net sales, research and development expense increased 1.1 percentage points to 4.9% in the quarterly period ended March 31, 2006 as compared to 3.8% in the same period a year ago. The increase in research and development expense reflects an increased emphasis on new product development across all of our product lines with the most significant increases occurring in the areas of arthroscopy and powered instruments as well as endoscopic technologies.

As discussed in Note 10 to the Consolidated Condensed Financial Statements, other expense in the quarterly period ended March 31, 2006 consisted of $0.1 million in charges related to the termination of a product line and $0.5 million in Bard Endosocopic Technologies acquisition-related costs.

Interest expense in the quarterly period ended March 31, 2006 was $4.9 million as compared to $3.8 million in the same period a year ago. The increase in interest expense is due primarily to higher weighted average borrowings outstanding in the quarterly period ended March 31, 2006 as compared to the same period a year ago. The weighted average interest rates on our borrowings (inclusive of the finance charge on our accounts receivable sale facility) increased to 5.44% in the quarterly period ended March 31, 2006 as compared to 4.39% in the same period a year ago.

A provision for income taxes has been recorded at an effective tax rate of 30.7% for the quarterly period ended March 31, 2006 as compared to 34.5% in the same period a year ago. The effective rate for the quarterly period ended March 31, 2006 is lower than that recorded in the same period a year ago and the United States statutory rate of 35.0% as a result of the settlement in the first quarter of 2006 of the 2001 through 2003 IRS income tax return examinations. Due to the settlement of the income tax examinations, we adjusted our reserves to consider positions taken in our income tax return for periods subsequent to 2003. The net effect of these adjustments and the settlement was a reduction in income tax expense of $0.5 million. This favorable adjustment offset unfavorable tax effects caused by the adoption of SFAS 123(R). A reconciliation of the United States statutory income tax rate to our effective tax rate is included in our Annual Report on Form 10-K for the year-ended December 31, 2005, Note 7 to the Consolidated Financial Statements.

Liquidity and capital resources

Our liquidity needs arise primarily from capital investments, working capital requirements and payments on indebtedness under the senior credit agreement. We have historically met these liquidity requirements with funds generated from operations, including sales of accounts receivable and borrowings under our revolving credit facility. In addition, we use term borrowings, including borrowings under our senior credit agreement and borrowings under separate loan facilities, in the case of real

property purchases, to finance our acquisitions. We also have the ability to raise funds through the sale of stock or we may issue debt through a private placement or public offering. We generally attempt to minimize our cash balances on-hand and use available cash to pay down debt or repurchase our common stock.

Cash provided by operations

Our net working capital position was $195.2 million at March 31, 2006. Net cash provided by operating activities was $14.0 million in the quarterly period ended March 31, 2006 and $14.2 million in the quarterly period ended March 31, 2005.

Net cash provided by operating activities remained consistent in 2006 as compared to 2005 despite a decline in net income of $6.4 million as the reduction in accounts receivable sold decreased by $2.0 million compared to the same period a year ago and as improved management of the accounts payable cycle increased cash from operations by $4.3 million.

Improved collections performance on our accounts receivable contributed toward offsetting the negative operating cash flow impact associated with the build-up of inventories as we transition manufacturing of our Endoscopic Technologies products from C.R. Bard facilities to CONMED facilities (see Note 10 to the consolidated condensed financial statements). The increase in Endoscopic Technologies inventories has been undertaken in order to ensure adequate stocks during the transition period and to avoid backorders.

Investing cash flows

Net cash used in investing activities in the quarterly period ended March 31, 2006 consisted of capital expenditures and the sale of an equity investment. Capital expenditures were $4.9 million and $4.0 million for the quarterly period ended March 31, 2006 and 2005, respectively. The increase in capital expenditures in the quarterly period ended March 31, 2006 as compared to the same period a year ago is primarily due to the ongoing expansion of our manufacturing and distribution capacity as a result of the Bard Endoscopic Technologies acquisition and other infrastructure improvements. The sale of the equity investment resulted in proceeds of $1.2 million.

Financing cash flows

Net cash used in financing activities in the three months ended March 31, 2006 consisted primarily of the following: $0.8 million in proceeds from the issuance of common stock under our stock option plans and employee stock purchase plan; $6.5 million in repayments of term borrowings under our senior credit facility; the repurchase of 0.1 million shares of our common stock under our Board of Director's authorized stock repurchase program at an aggregate cost of approximately $3.4 million; and $0.2 million net change in cash overdrafts.

Our senior credit facility at March 31, 2006 consisted of a $100 million revolving credit facility and a $260 million term loan. At March 31, 2006 there was $37.0 million outstanding on the revolving credit facility. The aggregate amount outstanding on the term loan was $97.5 million at March 31, 2006. Interest rates on the term loan were at the London Interbank Offered Rate ("LIBOR") plus 2.25% (6.76% at March 31, 2006). Interest rates on the revolving credit facility were at LIBOR plus 2.25% (6.99% at March 31, 2006) or an alternative base rate.

On April 13, 2006, we entered into an amended and restated $235.0 million senior

credit agreement (the "amended and restated senior credit agreement"). The amended and restated senior credit agreement consists of a $100 million revolving credit facility and a $135.0 million term loan. The proceeds of the term loan portion of the amended and restated senior credit agreement were used to repay borrowings outstanding on the term loan and revolving credit facility as of March 31, 2006 under the then existing senior credit agreement.

The scheduled principal payments on the term loan portion of the amended and restated senior credit agreement are $1.4 million annually through December 2011, increasing to $95.5 million in 2012 with the remaining balance outstanding due and payable on April 12, 2013. We may also be required, under certain circumstances, to make additional principal payments based on excess cash flow as defined in the amended and restated senior credit agreement. Initial interest rates on the term loan portion of the amended and restated credit agreement are at LIBOR plus 1.75% or an alternative base rate; interest rates on the revolving credit facility portion of the amended and restated credit agreement are at LIBOR plus 1.50% or an alternative base rate. For those borrowings where the Company elects to use the alternative base rate, the base rate will be the greater of the Prime Rate or the Federal Funds Rate in effect on such date plus 0.50%, plus a margin of 0.75% for term loan borrowings or 0.50% for borrowings under the revolving credit facility.

The amended and restated credit agreement is collateralized by substantially all of our personal property and assets, except for our accounts receivable and related rights which are pledged in connection with our accounts receivable sales agreement. The amended and restated credit agreement contains covenants and restrictions which, among other things, require the maintenance of certain financial ratios, and restrict dividend payments and the incurrence of certain indebtedness and other activities, including acquisitions and dispositions. We are also required, under certain circumstances, to make mandatory prepayments from net cash proceeds from any issue of equity and asset sales.

Mortgage notes outstanding in connection with the property and facilities utilized by our CONMED Linvatec subsidiary consist of a note bearing interest at 7.50% per annum with semiannual payments of principal and interest through June 2009 (the "Class A note"); and a note bearing interest at 8.25% per annum compounded semiannually through June 2009, after which semiannual payments of principal and interest will commence, continuing through June 2019 (the "Class C note"). The principal balances outstanding on the Class A note and Class C note aggregated $6.9 million and $9.0 million, respectively, at March 31, 2006. These mortgage notes are secured by the CONMED Linvatec property and facilities.

On November 11 2004, we completed an offering of $150.0 million in 2.50% convertible senior subordinated notes (the “Notes”) due 2024. This offering has allowed us to fix interest rates on $150.0 million of our total outstanding long-term debt at 2.50%. The Notes represent subordinated unsecured obligations and are convertible under certain circumstances, as defined in the bond indenture, into a combination of cash and CONMED common stock. Upon conversion, the holder of each Note will receive the conversion value of the Note payable in cash up to the principal amount of the Note and CONMED common stock for the Note’s conversion value in excess of such principal amount. Amounts in excess of the principal amount are at an initial conversion rate, subject to adjustment, of 26.1849 shares per $1,000 principal amount of the Note (which represents an initial conversion price of $38.19 per share). The Notes mature on November 15, 2024 and are not redeemable by us prior to November 15, 2011. Holders of the Notes will be able to require that we repurchase some or all of the Notes on November 15, 2011, 2014 and 2019.

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Our Board of Directors has authorized a share repurchase program under which we may repurchase up to $100.0 million of our common stock, although no more than $50.0 million may be purchased in any calendar year. We repurchased $3.4 million under the share repurchase program during the quarterly period ended March 31, 2006. We do not expect to make additional share repurchases during the second quarter of 2006. We have financed the repurchases and may finance additional repurchases through the proceeds from the issuance of common stock under our stock option plans, from operating cash flow and from available borrowings under our revolving credit facility.

Management believes that cash flow from operations, including accounts receivable sales, cash and cash equivalents on hand and available borrowing capacity under our senior credit agreement will be adequate to meet our anticipated operating working capital requirements, debt service, funding of capital expenditures and common stock repurchases in the foreseeable future.

Off-balance sheet arrangements

We have an accounts receivable sales agreement pursuant to which we and certain of our subsidiaries sell on an ongoing basis certain accounts receivable to CONMED Receivables Corporation ("CRC"), a wholly-owned, bankruptcy-remote, special-purpose subsidiary of CONMED Corporation. CRC may in turn sell up to a n aggregate $50.0 million undivided percentage ownership interest in such receivables (the "asset interest") to a bank (the "purchaser"). The purchaser's share of collections on accounts receivable are calculated as defined in the accounts receivable sales agreement, as amended. Effectively, collections on the pool of receivables flow first to the purchaser and then to CRC, but to the extent that the purchaser's share of collections may be less than the amount of the purchaser's asset interest, there is no recourse to CONMED or CRC for such shortfall. For receivables which have been sold, CONMED Corporation and its subsidiaries retain collection and administrative responsibilities as agent for the purchaser. As of March 31, 2006, the undivided percentage ownership interest in receivables sold by CRC to the purchaser aggregated $37.0 million, which has been accounted for as a sale and reflected in the balance sheet as a reduction in accounts receivable. Expenses associated with the sale of accounts receivable, including the purchaser's financing costs to purchase the accounts receivable were $0.5 million in the three month period ended March 31, 2006 and are included in interest expense.

There are certain statistical ratios, primarily related to sales dilution and losses on accounts receivable, which must be calculated and maintained on the pool of receivables in order to continue selling to the purchaser. The pool of receivables is in full compliance with these ratios. Management believes that additional accounts receivable arising in the normal course of business will be of sufficient quality and quantity to meet the requirements for sale under the accounts receivables sales agreement. In the event that new accounts receivable arising in the normal course of business do not qualify for sale, then collections on sold receivables will flow to the purchaser rather than being used to fund new receivable purchases. To the extent that such collections would not be available to CONMED in the form of new receivables purchases, we would need to access an alternate source of working capital, such as our $100 million revolving credit facility. Our accounts receivable sales agreement, as amended, also requires us to obtain a commitment (the "purchaser commitment"), on an annual basis, from the purchaser to fund the purchase of our accounts receivable. The purchaser commitment was amended effective October 21, 2005 whereby it was extended for an additional year under substantially the same terms and conditions.

New accounting pronouncements

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See Note 13 to the Consolidated Condensed Financial Statements for a discussion of new accounting pronouncements.

Item 3. Quantitative and qualitative disclosures about market risk

There have been no significant changes in our primary market risk exposures or in how these exposures are managed during the three month period ended March 31, 2006. Reference is made to Item 7A. of our Annual Report on Form 10-K for the year-ended December 31, 2005 for a description of Qualitative and Quantitative Disclosures About Market Risk.

Item 4. Controls and procedures

An evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")) was carried out under the supervision and with the participation of the Company's management, including the Chairman and Chief Executive Officer and the Vice President-Finance and Chief Financial Officer ("the Certifying Officers") as of March 31, 2006. Based on that evaluation, the Certifying Officers concluded that the Company's disclosure controls and procedures are effective to bring to the attention of the Company's management the relevant information necessary to permit an assessment of the need to disclose material developments and risks pertaining to the Company's business in its periodic filings with the Securities and Exchange Commission. There have been no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2006 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

Reference is made to Item 3 of the Company's Annual Report on Form 10-K for the year-ended December 31, 2005 and to Note 12 of the Notes to Consolidated Condensed Financial Statements included in Part I of this Report for a description of certain legal matters.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about Company purchases of equity securities that are registered by the Company pursuant to Section 12 of the Exchange Act during the quarter ended March 31, 2006:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number Of Shares Purchased	(b) Average Price Paid per Share[1]	(c) Total Number of Shares Purchased as Part of Publicly Announced Programs[2]	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
January 1, 2006 - January 31, 2006	143,159	$ 23.80	143,159	$ 51,219,000
February 1, 2006 - February 28, 2006	-	-	-	51,219,000
March 1, 2006 - March 31, 2006	-	-	-	51,219,000
Total	143,159	$ 23.80	143,159	

[1] Average price paid per share includes cash paid for commissions.

[2] On February 15, 2005, the Company announced that its Board of Directors authorized a share repurchase program under which it may repurchase up to $50.0 million of the Company's common stock, although no more than $25.0 million may be purchased in any calendar year. The Board of Directors subsequently amended this program on December 2, 2005 to authorize repurchases of $100.0 million of the Company's common stock, although no more than $50.0 million may be purchased in a calendar year. There is no expiration date governing the period over which the Company can make its share repurchases under the $100.0 million share repurchase program.

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Item 6. Exhibits

Exhibit No.	Description of Exhibit
31.1	Certification of Eugene R. Corasanti pursuant to Rule 13a-14(a) or Rule 15d-14(a), of the Securities Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Robert D. Shallish, Jr. pursuant to Rule 13a-14(a) or Rule 15d-14(a), of the Securities Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Eugene R. Corasanti and Robert D. Shallish, Jr. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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SIGNATURES

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)

Date: May 4, 2006

/s/ Robert D. Shallish, Jr.
Robert D. Shallish, Jr.
Vice President - Finance
(Principal Financial Officer)

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Exhibit Index

Exhibit		Sequential Page Number
31.1	Certification of Eugene R. Corasanti pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	E-1
31.2	Certification of Robert D. Shallish, Jr. pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	E-2
32.1	Certification of Eugene R. Corasanti and Robert D. Shallish, Jr. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	E-3

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Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Eugene R. Corasanti, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CONMED Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 4, 2006

/s/ Eugene R. Corasanti
Eugene R. Corasanti
Chairman of the Board and
Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert D. Shallish, Jr. certify that:

1. I have reviewed this quarterly report on Form 10-Q of CONMED Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 4, 2006

/s/ Robert D. Shallish, Jr.
Robert D. Shallish, Jr.
Vice President - Finance and
Chief Financial Officer

Exhibit 32.1

CERTIFICATIONS
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of CONMED Corporation, a New York corporation (the "Corporation"), does hereby certify that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (the "Form 10-Q") of the Corporation fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: May 4, 2006

/s/Eugene R. Corasanti
Eugene R. Corasanti
Chairman of the Board and
Chief Executive Officer

Date: May 4, 2006

/s/Robert D. Shallish, Jr.
Robert D. Shallish, Jr.
Vice President-Finance and
Chief Financial Officer