Common Stock

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL									
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Cohen Heather L				uer Name <b>and</b> Tick					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify below) below)  VP CORP HR&DEPUTY GEN COUNSEL							
(Last) (First) (Middle) C/O CONMED CORPORATION					te of Earliest Trans	action (M	lonth	/Day/Year)								
525 FRENCH ROAD					Amendment, Date o	of Origina	l File	d (Month/Day		6. Individual or Joint/Group Filing (Check Applicable						
(Street) UTICA (City)	NY (State)	13502 (Zip)							X	Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
			on-Deriva	tive	Securities Acq	uired.	Disi	oosed of.	or Ben	eficially	Owned					
1. Title of Security (Instr. 3)		2	2. Transaction Date (Month/Day/Year		2A. Deemed Execution Date,	3. Transaction Code (Instr.		4. Securities Disposed Of and 5)	Acquire	d (A) or	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Code V		Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)				
Common Sto	ock		06/01/20	13		M		200	A	\$0	200	D				
Common Sto	ock		06/01/20	13		F		73	D	\$32.93	127	D				
Common Sto	ck		06/01/20	13		M		800	Α	\$0	927	D				
Common Sto	ck		06/01/20	13		F		290	D	\$32.93	637	D				
Common Stock		06/01/2013			M		800	A	\$ <mark>0</mark>	1,437	D					
Common Stock		06/01/20	13		F		290	D	\$32.93	1,147	D					
Common Stock		06/01/2013			M		800	A	\$ <mark>0</mark>	1,947	D					
Common Sto	ock		06/01/20	13		F		290	D	\$32.93	1,657	D				
Common Sto	ock		06/01/20	13		M		800	A	\$ <mark>0</mark>	2,457	D				
Common Sto	ck		06/01/20	13		F		290	D	\$32.93	2,167	D				
Common Sto	ock		06/02/20	13		M		600	A	\$ <mark>0</mark>	2,767	D				
Common Sto	ck		06/02/20	13		F		218	D	\$32.93	2,549	D				
Common Sto	ck		06/03/20	13		M		500	Α	\$26.69	3,049	D				
Common Sto	ck		06/03/20	13		F		438	D	\$33.2	2,611	D				
Common Sto	ock		06/03/20	13		M		2,000	A	\$16.46	4,611	D				
Common Sto	ock		06/03/20	13		F		1,358	D	\$33.2	3,253	D				
Common Sto	ock		06/03/20	13		M		2,000	A	\$19.26	5,253	D				

1,466

\$33.2

3,787

06/03/2013

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (In	5. Number of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		<del></del>		8. Price of Derivative Security (Instr. 5)	Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Rsus (restricted Stock Units)	\$0	06/01/2013		М			200	(1)	06/01/2018	Common Stock	200	\$0	0	D	
Rsus (restricted Stock Units)	\$0	06/01/2013		М			800	(2)	06/01/2019	Common Stock	800	\$0	800	D	
Rsus (restricted Stock Units)	\$0	06/01/2013		М			800	(2)	06/01/2020	Common Stock	800	\$0	1,600	D	
Rsus (restricted Stock Units)	\$0	06/01/2013		М			800	(2)	06/01/2021	Common Stock	800	\$0	2,400	D	
Rsus (restricted Stock Units)	\$0	06/01/2013		М			800	(2)	06/01/2022	Common Stock	800	\$0	3,200	D	
Rsus (restricted Stock Units)	\$0	06/01/2013		A		4,000		(2)	06/01/2023	Common Stock	4,000	\$0	4,000	D	
Sars (Stock Appreciation Rights)	\$32.93	06/01/2013		A		10,000		(3)	06/01/2023	Common Stock	10,000	\$0	10,000	D	
Rsus (restricted Stock Units)	\$0	06/02/2013		М			600	(1)	06/02/2018	Common Stock	600	\$0	0	D	
Sars (Stock Appreciation Rights)	\$26.69	06/03/2013		М			500	(4)	06/01/2018	Common Stock	500	\$0	0	D	
Sars (Stock Appreciation Rights)	\$16.46	06/03/2013		М			2,000	(3)	06/01/2019	Common Stock	2,000	\$0	2,000	D	
Sars (Stock Appreciation Rights)	\$19.26	06/03/2013		М			2,000	(3)	06/01/2020	Common Stock	2,000	\$0	4,000	D	

## **Explanation of Responses:**

- 1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 2006 Stock Incentive Plan, with the RSUs generally vesting over a five year period with the first 20% of the RSU's vesting one year after the grant date.
- 2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 1999 Amended and Restated Long-Term Incentive Plan, with the RSUs generally vesting over a five year period with the first 20% of the RSU's vesting one year after the grant date.
- 3. The stock appreciation rights ("SARs") were granted under the Company's 1999 Amended and Restated Long-Term Incentive Plan and generally vest in equal amounts over a five year period.
- 4. The stock appreciation rights ("SARs") were granted under the Company's 2006 Stock Incentive Plan and generally vest in equal amounts over a five year period.

Daniel S. Jonas for Heather L. 06/04/2013 Cohen by Power of Attorney

Date

\*\* Signature of Reporting Person

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

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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