

Cohen Heather L  
Form 4  
May 29, 2013

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cohen Heather L

(Last) (First) (Middle)

C/O CONMED CORPORATION, 525 FRENCH ROAD

(Street)

UTICA, NY 13502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CONMED CORP [CNMD]

3. Date of Earliest Transaction (Month/Day/Year)  
05/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
VP CORP HR&DEPUTY GEN COUNSEL

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/28/2013		M			2,000	A	\$ 26.69	5,687	D	
Common Stock	05/28/2013		F			1,726	D	\$ 34.04	3,961	D	
Common Stock	05/28/2013		M			2,000	A	\$ 19.26	5,961	D	
Common Stock	05/28/2013		F			1,447	D	\$ 34.04	4,514	D	
Common Stock	05/28/2013		S			2,522	D	\$ 34.463 (1)	1,992	D	

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Common Stock	05/28/2013	S	1,165	D	\$ 34.616 (2)	827	D
Common Stock	05/29/2013	S	827	D	\$ 33.4374 (3)	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Sars (Stock Appreciation Rights)	\$ 26.69	05/28/2013		M	2,000	(4) 06/01/2018	Common Stock	2,000
Sars (Stock Appreciation Rights)	\$ 19.26	05/28/2013		M	2,000	(5) 06/01/2020	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Heather L C/O CONMED CORPORATION 525 FRENCH ROAD UTICA, NY 13502			VP CORP HR&DEPUTY GEN COUNSEL	

## Signatures

Heather L. Cohen  
05/29/2013

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.18 to \$34.58. Full information regarding the number of shares sold at each separate price will be provided upon request of the commission staff, ConMed, or a ConMed security holder.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.60 to \$34.72. Full information regarding the number of shares sold at each separate price will be provided upon request of the commission staff, ConMed, or a ConMed security holder.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.36 to \$33.51. Full information regarding the number of shares sold at each separate price will be provided upon request of the commission staff, ConMed, or a ConMed security holder.
  - (3) 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.
  - (4) The stock appreciation rights ("SARs") were granted under the Company's 1999 Amended and Restated Long-Term Incentive Plan and generally vest in equal amounts over a five year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.