

CONMED CORP
Form 4
July 31, 2014

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 *
CORASANTI JOSEPH J

(Last) (First) (Middle)
101 WINSHIP ROAD
(Street)

NEW HARTFORD, NY 13413

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2014

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)
Former President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/30/2014 | | M | | 5,000 | A | \$ 0 |
| Common Stock | 07/30/2014 | | F | | 2,534 | D | \$ 39.38 |
| Common Stock | 07/30/2014 | | M | | 10,000 | A | \$ 0 |
| Common Stock | 07/30/2014 | | F | | 5,067 | D | \$ 39.38 |
| Common Stock | 07/30/2014 | | M | | 15,000 | A | \$ 0 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 07/30/2014 | F | 7,601 | D | \$ 39.38 | 147,483 | D |
| Common Stock | 07/30/2014 | M | 20,000 | A | \$ 0 | 167,483 | D |
| Common Stock | 07/30/2014 | F | 10,134 | D | \$ 39.38 | 157,349 | D |
| Common Stock | 07/30/2014 | M | 16,250 | A | \$ 0 | 173,599 | D |
| Common Stock | 07/30/2014 | F | 8,234 | D | \$ 39.38 | 165,365 | D |
| Common Stock | 07/30/2014 | M | 62,500 | A | \$ 19.93 | 227,865 | D |
| Common Stock | 07/30/2014 | F | 47,273 | D | \$ 39.38 | 180,592 | D |
| Common Stock | 07/30/2014 | M | 62,500 | A | \$ 29.92 | 243,092 | D |
| Common Stock | 07/30/2014 | F | 55,095 | D | \$ 39.38 | 187,997 | D |
| Common Stock | 07/30/2014 | M | 62,500 | A | \$ 26.69 | 250,497 | D |
| Common Stock | 07/30/2014 | F | 52,566 | D | \$ 39.38 | 197,931 | D |
| Common Stock | 07/30/2014 | M | 62,500 | A | \$ 16.46 | 260,431 | D |
| Common Stock | 07/30/2014 | F | 44,556 | D | \$ 39.38 | 215,875 | D |
| Common Stock | 07/30/2014 | M | 40,000 | A | \$ 21.19 | 255,875 | D |
| Common Stock | 07/30/2014 | F | 30,886 | D | \$ 39.38 | 224,989 | D |
| Common Stock | 07/30/2014 | M | 62,500 | A | \$ 19.26 | 287,489 | D |
| Common Stock | 07/30/2014 | F | 46,749 | D | \$ 39.38 | 240,740 | D |
| Common Stock | 07/30/2014 | M | 62,500 | A | \$ 27.63 | 303,240 | D |
| Common Stock | 07/30/2014 | F | 53,302 | D | \$ 39.38 | 249,938 | D |
| Common Stock | 07/30/2014 | M | 62,500 | A | \$ 26.09 | 312,438 | D |
| | 07/30/2014 | F | 52,096 | D | \$ 39.38 | 260,342 | D |

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| | | | | | | | |
|--------------|------------|--|---|---------|---|-----------------------------|-----------|
| Common Stock | | | | | | | |
| Common Stock | 07/30/2014 | | M | 62,500 | A | \$ 32.93 | 322,842 D |
| Common Stock | 07/30/2014 | | F | 57,451 | D | \$ 39.38 | 265,391 D |
| Common Stock | 07/30/2014 | | S | 109,035 | D | \$ 39.2483 <u>(1)</u> | 156,356 D |

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

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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 Acquired (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Rsus (restricted Stock Units) | \$ 0 | 07/30/2014 | | M | 5,000 | <u>(2)(3)</u> 06/01/2020 | Common Stock 5,000 |
| Rsus (restricted Stock Units) | \$ 0 | 07/30/2014 | | M | 10,000 | <u>(2)(3)</u> 06/01/2021 | Common Stock 10,000 |
| Rsus (restricted Stock Units) | \$ 0 | 07/30/2014 | | M | 15,000 | <u>(2)(3)</u> 06/01/2022 | Common Stock 15,000 |
| Rsus (restricted Stock Units) | \$ 0 | 07/30/2014 | | M | 20,000 | <u>(2)(3)</u> 06/01/2023 | Common Stock 20,000 |
| Rsus (restricted Stock Units) | \$ 0 | 07/30/2014 | | M | 16,250 | <u>(2)(3)</u> 06/01/2024 | Common Stock 16,250 |
| | \$ 19.93 | 07/30/2014 | | M | 62,500 | <u>(3)(4)</u> 05/16/2016 | 62,500 |

| | | | | | | | | | |
|----------------------------------|----------|------------|---|--------|--------|------------|--|--------------|--------|
| Sars (Stock Appreciation Rights) | | | | | | | | Common Stock | |
| Sars (Stock Appreciation Rights) | \$ 29.92 | 07/30/2014 | M | 62,500 | (3)(5) | 05/17/2017 | | Common Stock | 62,500 |
| Sars (Stock Appreciation Rights) | \$ 26.69 | 07/30/2014 | M | 62,500 | (3)(5) | 06/01/2018 | | Common Stock | 62,500 |
| Sars (Stock Appreciation Rights) | \$ 16.46 | 07/30/2014 | M | 62,500 | (3)(6) | 06/01/2019 | | Common Stock | 62,500 |
| Sars (Stock Appreciation Rights) | \$ 21.19 | 07/30/2014 | M | 40,000 | (3)(7) | 10/30/2019 | | Common Stock | 40,000 |
| Sars (Stock Appreciation Rights) | \$ 19.26 | 07/30/2014 | M | 62,500 | (3)(6) | 06/01/2020 | | Common Stock | 62,500 |
| Sars (Stock Appreciation Rights) | \$ 27.63 | 07/30/2014 | M | 62,500 | (3)(6) | 06/01/2021 | | Common Stock | 62,500 |
| Sars (Stock Appreciation Rights) | \$ 26.09 | 07/30/2014 | M | 62,500 | (3)(6) | 06/01/2022 | | Common Stock | 62,500 |
| Sars (Stock Appreciation Rights) | \$ 32.93 | 07/30/2014 | M | 62,500 | (3)(6) | 06/01/2023 | | Common Stock | 62,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CORASANTI JOSEPH J 101 WINSHIP ROAD NEW HARTFORD, NY 13413 | | | Former President & CEO | |

Signatures

Daniel S. Jonas for Joseph J. Corasanti by Power of Attorney 07/31/2014

__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).

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- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.00 to \$39.35. 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) 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) According to Section 2(d) of the Separation and Release Agreement dated July 22, 2014, and attached as Exhibit 10.1 of the Form 8-K dated July 23, 2014, all of Mr. Joseph Corasanti's unvested RSUs and SARs accelerated, other than the 2014 SARS which were cancelled.

- (4) The stock appreciation rights ("SARs") were granted under the Issuer's 2006 Stock Incentive Plan and generally vest in equal amounts over a five year period.

- (5) 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.

- (6) 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.

- (7) 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 period with the first 20% tranche to vest on June 1, 2010 with each successive 20% tranche to vest on June 1 the following year.

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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