CONMED CORP
Form 4
May 20, 2008

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHWARTZ STUART J

(Last) (First) (Middle)

7960 SANDHILL COURT

(Street)

WEST PALM BEACH, FL 33412

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 05/18/2008 | | M | | 200 | A | $ 0 | 1,475 | D | |

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

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SEC 1474 (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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Am Underlying Sec (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | A o N o S |
| RSUs (Restricted Stock Units) (1) | (1) | 05/18/2008 | | M | | 200 | | 05/18/2008(1) | 05/18/2017(1) | Common Stock | |
| RSUs (Restricted Stock Units) (1) | (1) | 05/16/2008 | | A | | 1,000 | | 05/16/2009(1) | 05/16/2018(1) | Common Stock | |
| SAR's (Stock Appreciation Rights) (2) | $ 25.7 | 05/16/2008 | | A | | 2,500 | | 05/16/2009(1) | 05/16/2018(1) | Common Stock | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| SCHWARTZ STUART J<br>7960 SANDHILL COURT<br>WEST PALM BEACH, FL 33412 | X | | | |

# Signatures

| Heather L. Cohen for Stuart Schwartz by Power of Attorney | 05/20/2008 |
|---|---|
| **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)** 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 2007 Non-Employee Director Equity Compensation Plan, with the RSUs generally vesting 20% per year over a five year period, with any unvested RSUs to vest and be delivered upon the Director's termination of service provided the Director has completed one full year of service since the date of the award.

**(2)** The stock appreciation rights ("SARs") were granted under the Company's 2007 Non-Employee Director Equity Compensation Plan, with the SARs generally vesting 20% per year over a five year period, with any unvested SARs to vest upon the Director's termination of

service provided the Director has completed one full year of service since the date of the award in which case the SARs shall be exercisable at any time prior to the expiration date of the SAR or within one year after the date of such termination, whichever period is shorter.

**(3)** The RSUs and SARs were granted at no cost to the Reporting Person.

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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