

CONMED CORP  
Form 4  
March 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**KENNEDY JOHN JED**

(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)  
**03/01/2016**

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 GM CET**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code V  | Amount  |  |                                   |
| Common Stock                    | 03/01/2016                           |  | M                              | 400   | A \$ 0  | 1,649  | D                                 |
| Common Stock                    | 03/01/2016                           |  | F                              | 151   | D \$ 39.87  | 1,498  | 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 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   | 03/01/2016                           |  | M                              | 400   | (1) 02/27/2025   | Common Stock 400  |
| Rsus (restricted Stock Units)              | \$ 0   | 03/01/2016                           |  | A                              | 1,300   | (2) 03/01/2026   | Common Stock 1,300  |
| Options To Purchase Common Stock           | \$ 39.87   | 03/01/2016                           |  | A                              | 24,700  | (3) 03/01/2026   | Common Stock 24,700   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| KENNEDY JOHN JED<br>C/O CONMED CORPORATION<br>525 FRENCH ROAD<br>UTICA, NY 13502 |               |           | VP<br>GM<br>CET |       |

## Signatures

Sarah M. Olikier for John (Jed) Kennedy by Power of Attorney 03/03/2016

\_\_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).

Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of (1) 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 and generally vest in equal amounts (25%) over a four year period.

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- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of
- (2) ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 2015 Amended and Restated Long-Term Incentive Plan and generally vest in equal amounts (25%) over a four year period.
  - (3) The incentive stock options ("ISOs") were granted under the Company's 2015 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.

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