

Cohen Heather L  
 Form 4  
 May 03, 2011

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/29/2011

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

C/O CONMED CORPORATION, 525 FRENCH ROAD

(Street)

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

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

UTICA, NY 13502

(City) (State) (Zip)

**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 (D) Price			
Common Stock	04/29/2011		M	1,200 A \$ 25.89	3,343	D	
Common Stock	04/29/2011		M	1,000 A \$ 25.03	4,343	D	
Common Stock	04/29/2011		S	2,200 D \$ 28.5863	2,143	D	
Common Stock	04/29/2011		M	2,000 A \$ 19.93	4,143	D	
Common Stock	04/29/2011		F	1,631 D \$ 28.08	2,512	D	

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Common Stock	04/29/2011	M	2,000	A	\$ 16.46	4,512	D
Common Stock	04/29/2011	F	1,473	D	\$ 28.08	3,039	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options To Purchase Common Stock	\$ 25.89	04/29/2011		M	1,200	<u>(1)</u> 05/14/2012	Common Stock	1,200	
Options To Purchase Common Stock	\$ 25.03	04/29/2011		M	1,000	<u>(2)</u> 05/18/2014	Common Stock	1,000	
Sars (Stock Appreciation Rights)	\$ 19.93	04/29/2011		M	2,000	<u>(3)</u> 05/16/2016	Common Stock	2,000	
Sars (Stock Appreciation Rights)	\$ 16.46	04/29/2011		M	2,000	<u>(4)</u> 06/01/2019	Common Stock	2,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				VP CORP HR&DEPUTY GEN COUNSEL

Cohen Heather L  
C/O CONMED CORPORATION  
525 FRENCH ROAD  
UTICA, NY 13502

## Signatures

Heather L.                      05/03/2011  
Cohen

\_\_Signature of                      Date  
Reporting Person

## 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) 5 year vesting schedule, 20% vest each year starting 5/14/2003.
- (2) 5 year vesting schedule, 20% vest each year starting 5/18/2005.
- (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.  
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