

ORTHOVITA INC
Form 4
June 29, 2011

FORM 4

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

OMB APPROVAL

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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 *
STRYKER CORP

2. Issuer Name and Ticker or Trading Symbol
ORTHOVITA INC [VITA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2825 AIRVIEW BOULEVARD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2011

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

KALAMAZOO, MI 49002

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/27/2011 | | J(1) | 67,512,965 (1) | A \$ 67,512,965 (1) 3.85 | I | By Owl Acquisition Corporation (3) |
| Common Stock | 06/27/2011 | | J(2) | 9,580,131 (2) | A \$ 100 (3) 3.85 | I | By Howmedica Osteonics Corporation (3) |

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

SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STRYKER CORP 2825 AIRVIEW BOULEVARD KALAMAZOO, MI 49002 | | X | | |

Signatures

/s/ Curt R. Hartman, Vice President and Chief Financial Officer, on behalf of Stryker Corporation 06/29/2011

__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).
- Pursuant to the Agreement and Plan of Merger, dated May 16, 2011 (the "Merger Agreement"), among Stryker Corporation ("Parent"), Owl Acquisition Corporation (the "Purchaser") and Orthovita, Inc. (the "Company"), the Purchaser, an indirect wholly owned subsidiary of Parent, commenced a tender offer (the "Offer") on May 27, 2011 for all of the outstanding shares of common stock of the Company
- (1) (the "Shares") at a price of \$3.85 per Share in cash. The Offer expired at 12:00 midnight, New York City time, at the end of Friday, June 24, 2011, at which time approximately 67,512,965 Shares had been validly tendered and not withdrawn pursuant to the Offer (including 1,312,608 Shares subject to guarantees of delivery), and such Shares were accepted for purchase by the Purchaser on June 27, 2011. The Shares purchased represented approximately 87.6% of the Company's outstanding Shares.
 - (2) Reflects all of the outstanding Shares of the Company not tendered in the Offer and deemed acquired by Parent pursuant to the consummation of the merger of Purchaser with and into the Company (the "Merger"). Upon consummation of the Merger, each Share acquired by Parent pursuant to the Offer and the Merger was canceled and ceased to exist.
 - (3) Prior to the Merger, the acquired securities were owned directly by Purchaser, an indirect wholly owned subsidiary of Parent. Prior to the Merger, Parent indirectly held through Howmedica Osteonics Corporation, a direct subsidiary of Parent, 100 shares of Purchaser, par

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value \$0.01 per share, which shares represented all of the issued and outstanding common stock of Purchaser. Upon the consummation of the Merger, each share of Purchaser was converted into one share of the surviving corporation. Purchaser's separate existence ceased and the Company survived as an indirect wholly owned subsidiary of Parent.

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.