

STRYKER CORP  
Form 8-K  
October 28, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **October 22, 2008**

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**STRYKER CORPORATION**

(Exact name of registrant as specified in its charter)

**Michigan**  
(State or other jurisdiction  
of incorporation)

**0-9165**  
(Commission  
File Number)

**38-1239739**  
(IRS Employer  
Identification No.)

**2825 Airview Boulevard, Kalamazoo, Michigan**  
(Address of principal executive offices)

**49002**  
(Zip Code)

Registrant's telephone number, including area code **269.385.2600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BY-LAWS; CHANGE IN FISCAL YEAR.

(a) On October 22, 2008, the Board of Directors of Stryker Corporation adopted amendments to the Company's By-Laws to require shareholder proponents of director candidates or proposals to be brought before the annual meeting of shareholders to fully disclose the stock ownership and derivative positions of such persons and their associates in the notice required by the By-Laws to be given to the Company. The foregoing summary description of the amendments to the Company's By-Laws does not purport to be complete and is qualified in its entirety by reference to the full text of the By-Laws, a copy of which is attached as Exhibit 3(ii) and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Exhibits

3(ii) By-Laws of Stryker Corporation

(As amended through October 22, 2008)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STRYKER CORPORATION

(Registrant)

October 28, 2008

/s/ DEAN H. BERGY

Date

Dean H. Bergy

Vice President and Chief Financial Officer

**EXHIBIT INDEX**

3(ii) By-Laws of Stryker Corporation  
(As amended through October 22, 2008)