

Bencoter Steven P
 Form 3
 June 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Bencoter Steven P | | (Month/Day/Year) | STRYKER CORP [syk] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 2825 AIRVIEW BLVD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President,Human Resources | |
| KALAMAZOO,Â MIÂ 49002 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,988 ⁽¹⁾ | D | Â |
| Common Stock | 1,306 | I | By 401K |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Employee Stock Option granted 10/14/2003 (right to buy) | Â <u>(2)</u> | 10/13/2013 | Common Stock | 10,000 | \$ 38.83 | D | Â |
| Employee Stock Option granted 3/5/2004 (right to buy) | Â <u>(2)</u> | 03/04/2014 | Common Stock | 10,000 | \$ 45.21 | D | Â |
| Employee Stock Option granted 4/22/2005 (right to buy) | Â <u>(2)</u> | 04/21/2015 | Common Stock | 11,000 | \$ 48.27 | D | Â |
| Employee Stock Option granted 2/7/2006 (right to buy) | Â <u>(2)</u> | 02/06/2016 | Common Stock | 12,000 | \$ 46.85 | D | Â |
| Employee Stock Option granted 2/14/2007 (right to buy) | Â <u>(2)</u> | 02/13/2017 | Common Stock | 11,000 | \$ 62.65 | D | Â |
| Employee Stock Option granted 2/12/2008 (right to buy) | Â <u>(2)</u> | 02/11/2018 | Common Stock | 12,100 | \$ 67.8 | D | Â |
| Employee Stock Option granted 2/10/2009 (right to buy) | Â <u>(3)</u> | 02/09/2019 | Common Stock | 22,625 | \$ 42 | D | Â |
| Employee Stock Option granted 2/23/2010 (right to buy) | Â <u>(3)</u> | 02/22/2020 | Common Stock | 8,220 | \$ 53.09 | D | Â |
| Employee Stock Option granted 2/9/2011 (right to buy) | Â <u>(3)</u> | 02/08/2021 | Common Stock | 8,260 | \$ 59.7 | D | Â |
| Employee Stock Option granted 2/21/2012 (right to buy) | Â <u>(3)</u> | 02/20/2022 | Common Stock | 10,260 | \$ 53.6 | D | Â |
| Restricted Stock Units granted 2/23/2010 | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 913 | \$ <u>(5)</u> | D | Â |
| Restricted Stock Units granted 2/9/2011 | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 1,836 | \$ <u>(5)</u> | D | Â |
| Restricted Stock Units granted 2/21/2012 | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 5,100 | \$ <u>(5)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owners | |

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|---|-------|
| Bencoter Steven P 2825 AIRVIEW BLVD KALAMAZOO, MI 49002 | Ã | Ã | Ã Vice President, Human Resources | Ã |

Signatures

Lauren E. Keller, attorney-in-fact for Steven P.
Bencoter

06/27/2012

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 427 shares of Stryker Common Stock acquired pursuant to Stryker Corporation's Employee Stock Purchase Plan ("ESPP") as of May 31, 2012, the date of the latest available statement of the reporting person's ESPP holdings.
- (2) Employee stock option granted pursuant to the Stryker Corporation 1998 Stock Option Plan, exercisable as to 20% on each of the first five anniversaries of the date of grant.
- (3) Employee stock option granted pursuant to the Stryker Corporation 2006 Long-Term Incentive Plan, exercisable as to 20% on each of the first five anniversaries of the date of grant.
- (4) The Restricted Stock Units vest as to 913 shares on March 23, 2013. Vesting will be accelerated in the event of termination of employment by reason of disability or death but will otherwise cease upon termination of employment with Stryker.
- (5) Each Restricted Stock Unit represents a contingent right to receive one share of Stryker Common Stock.
The Restricted Stock Units vest as to 918 shares on March 9, 2013 and 918 shares on March 9, 2014. Vesting will be accelerated in the event of termination of employment by reason of disability or death but will otherwise cease upon termination of employment with Stryker.
- (6) The Restricted Stock Units vest as to 1,700 shares on March 21, 2013; 1,700 shares on March 21, 2014; and 1,700 shares on March 21, 2015. Vesting will be accelerated in the event of termination of employment by reason of disability or death but will otherwise cease upon termination of employment with Stryker.
- (7)

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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