

McKinney Tony M
Form 4
March 25, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
McKinney Tony M

2. Issuer Name and Ticker or Trading Symbol
STRYKER CORP [SYK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2825 AIRVIEW BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P., Chief Accounting Officer

KALAMAZOO, MI 49002

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

(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 (A) or (D) Price | | |
| Common Stock | 03/21/2013 | | M | | 1,731 A \$ 0 ⁽¹⁾ | 31,229 | D |
| Common Stock | 03/21/2013 | | F | | 547 D \$ 65.37 | 30,682 | D |
| Common Stock | 03/21/2013 | | M | | 1,687 A \$ 0 ⁽²⁾ | 32,369 | D |
| Common Stock | 03/21/2013 | | F | | 534 D \$ 65.37 | 31,835 | D |
| Common Stock | 03/21/2013 | | M | | 1,866 A \$ 0 ⁽³⁾ | 33,701 | D |

Edgar Filing: McKinney Tony M - Form 4

| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|---------|
| Common Stock | 03/21/2013 | F | 590 | D | \$ 65.37 | 33,111 | D | |
| Common Stock | | | | | | 1,525 | I | By 401K |

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 required to respond unless the form displays a currently valid OMB control number.

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) | 8. Amount or Number of Shares | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|------------------|-----------------|--------------|----------------------------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units granted 02/23/2010 | (1) | 03/21/2013 | | M | 1,731 | (1) | (1) | | | | Common Stock | 1,731 |
| Restricted Stock Units granted 02/09/2011 | (2) | 03/21/2013 | | M | 1,687 | (4) | (4) | | | | Common Stock | 1,687 |
| Restricted Stock Units granted 02/21/2012 | (3) | 03/21/2013 | | M | 1,866 | (5) | (5) | | | | Common Stock | 1,866 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McKinney Tony M 2825 AIRVIEW BLVD. KALAMAZOO, MI 49002 | | | V.P., Chief Accounting Officer | |

Signatures

Lauren E. Keller, attorney-in-fact for Tony M.
McKinney

03/25/2013

__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).

- (1) On March 21, 2013, 1,731 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (2) On March 21, 2013, 1,687 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (3) On March 21, 2013, 1,866 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.

The restricted stock units vest as to 1,687 shares on March 21, 2013 and 1,687 shares on March, 21, 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.

- (4) The restricted stock units vest as to 1,866 shares on March 21, 2013; 1,866 shares on March 21, 2014; and 1,866 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.

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.