

CONMED CORP
Form 3
March 05, 2015

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 Berge Terence M | | (Month/Day/Year) | CONMED CORP [CNMD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/25/2015 | | |
| C/O CONMED CORPORATION,Â 525 FRENCH ROAD | | | (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) | |
| | | | VP Corp. Treasurer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| UTICA,Â NYÂ 13502 | | | | |
| (City) | (State) | (Zip) | | |

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) |
|---------------------------------|---|--|---|
| 401 (K) Plan | 1,231.172 | I | 401 (K) Plan ⁽¹⁾ |
| Common Stock | 10,531 | D | Â |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|----------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Rsus (restricted Stock Units) | Â (2) | 06/01/2020 | Common Stock | 800 | \$ 0 | D | Â |
| Rsus (restricted Stock Units) | Â (3) | 06/01/2020 | Common Stock | 1,760 | \$ 0 | D | Â |
| Rsus (restricted Stock Units) | Â (2) | 06/01/2021 | Common Stock | 1,600 | \$ 0 | D | Â |
| Rsus (restricted Stock Units) | Â (2) | 06/01/2022 | Common Stock | 2,400 | \$ 0 | D | Â |
| Rsus (restricted Stock Units) | Â (2) | 06/01/2023 | Common Stock | 3,200 | \$ 0 | D | Â |
| Rsus (restricted Stock Units) | Â (2) | 06/01/2024 | Common Stock | 2,600 | \$ 0 | D | Â |
| Sars (Stock Appreciation Rights) | Â (4) | 05/17/2017 | Common Stock | 2,500 | \$ 29.92 | D | Â |
| Sars (Stock Appreciation Rights) | Â (4) | 06/01/2018 | Common Stock | 2,500 | \$ 26.69 | D | Â |
| Sars (Stock Appreciation Rights) | Â (5) | 06/01/2019 | Common Stock | 2,000 | \$ 16.46 | D | Â |
| Sars (Stock Appreciation Rights) | Â (5) | 06/01/2020 | Common Stock | 10,000 | \$ 19.26 | D | Â |
| Sars (Stock Appreciation Rights) | Â (5) | 06/01/2021 | Common Stock | 10,000 | \$ 27.63 | D | Â |
| Sars (Stock Appreciation Rights) | Â (5) | 06/01/2022 | Common Stock | 10,000 | \$ 26.09 | D | Â |
| Sars (Stock Appreciation Rights) | Â (5) | 06/01/2023 | Common Stock | 10,000 | \$ 32.93 | D | Â |
| Sars (Stock Appreciation Rights) | Â (5) | 06/01/2024 | Common Stock | 6,500 | \$ 44.9 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berge Terence M C/O CONMED CORPORATION 525 FRENCH ROAD UTICA, NY 13502 | Â | Â | Â VP Corp. Treasurer | Â |

Signatures

/s/ Daniel S. Jonas for Terence M. Berge by Power of
Attorney

03/05/2015

__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) The 1,231,172 represent shares equivalent in a Company stock fund in the 401 (K) Plan.
Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 1999 Amended and Restated Long-Term Incentive Plan, with the RSUs generally vesting over a five year period with the first 20% of the RSU's vesting one year after the grant date.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 1999 Amended and Restated Long-Term Incentive Plan, with the RSUs generally vesting over a five year period with the first 20% of the RSU's vesting one year after the grant date.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock, par value \$0.01 per share of ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 1999 Amended and Restated Long-Term Incentive Plan, with the RSUs vesting over a seven year period with 14% of the RSU's vesting in the first through the fifth year after the grant date and 15% vesting in the sixth and seventh year.
- (4) 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.
- (5) 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. 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.