

CONMED CORP
Form 4
May 18, 2007

FORM 4

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

OMB APPROVAL

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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 *
MANDIA STEPHEN

(Last) (First) (Middle)
12 GILBERT STREET
(Street)
NEW HARTFORD, NY 13413
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONMED CORP [CNMD]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | Date Exercisable | Expiration Date | Title |
|--|------------|------------|--|-----|------|---|---------------------------|---------------------------|--------------|
| | | | (A) | (D) | | | | | |
| Options to Purchase Common Stock | \$ 0 | | | | | | 08/08/1988 | 08/08/1988 | Common stock |
| RSUs (Restricted Stock Units) <u>(1)</u> | <u>(1)</u> | 05/18/2007 | | | A | | 05/18/2008 ⁽¹⁾ | 05/18/2017 ⁽¹⁾ | Common stock |
| SAR's (Stock Appreciation Rights) <u>(2)</u> | \$ 29.92 | 05/18/2007 | | | A | | 05/18/2008 ⁽²⁾ | 05/18/2017 ⁽²⁾ | Common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MANDIA STEPHEN 12 GILBERT STREET NEW HARTFORD, NY 13413 | | | X | |

Signatures

/s/ Stephen M.
Mandia

05/18/2007

**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).

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 2007 Non-Employee Director

(1) Equity Compensation Plan, with the RSUs generally vesting 20% per year over a five year period, with any unvested RSUs to vest and be delivered upon the Director's termination of service provided the Director has completed one full year of service since the date of the award.

The stock appreciation rights ("SARs") were granted under the Company's 2007 Non-Employee Director Equity Compensation Plan, with the SARs generally vesting 20% per year over a five year period, with any unvested SARs to vest upon the Director's termination of

(2) service provided the Director has completed one full year of service since the date of the award in which case the SARs shall be exercisable at any time prior to the expiration date of the SAR or within one year after the date of such termination, whichever period is shorter.

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(3) The RSUs and SARs were granted at no cost to the Reporting Person.

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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