CONMED CORP Form 4/A June 05, 2008

FORM 4

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

Washington, D.C. 20549 Check this box if no longer

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Darling Joseph G

(First)

(Middle)

3. Date of Earliest Transaction

Symbol

(Month/Day/Year) 06/01/2008

917 SPRINGHAVEN DRIVE

4. If Amendment, Date Original

CONMED CORP [CNMD]

Filed(Month/Day/Year)

06/03/2008

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

President Conmed Linvatec

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Expiration 7. Title and A Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative Underlying S Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4 any

Edgar Filing: CONMED CORP - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f		
				Code V	(A) (D) Date Exercisable	Expiration Date	Title
RSUs (Restricted Stock Units)	<u>(1)</u>	06/01/2008		A	7,500	06/01/2009(1)	06/01/2018(1)	Common Stock
SARs (Stock Appreciation Rights) (2)	\$ 26.69	06/01/2008		A	10,000	06/01/2009(2)	06/01/2018(2)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Darling Joseph G 917 SPRINGHAVEN DRIVE LIBERTYVILLE, IL 60048

President Conmed Linvatec

Signatures

/s/ Heather L. Cohen for Joseph G. Darling by Power of Attorney 06/05/2008

**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

 (1) ConMed Corporation (the "Company") and will be subject to the terms and conditions of the Company's 2006 Stock 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) 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.
- (3) The RSUs and SARs were granted at no cost to the Reporting Person.

Remarks:

This amendment is filed to add the footnotes which were not included in the original filing.

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.

Reporting Owners 2