TELEFLEX INC Form 5

January 31, 2007 FORM 5

OMB APPROVAL

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

3235-0362 Number: January 31, Expires:

2005

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no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per OWNERSHIP OF SECURITIES response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **HEADLEY MARTIN S** Symbol TELEFLEX INC [TFX] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner _ Other (specify _X__ Officer (give title 12/31/2006 below) below) 155 S. LIMERICK ROAD Exec. Vice Pres.& CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

LIMERICK, Â PAÂ 19468-1699

(State)

(Zip)

(City)

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

(,)	(*****)	1 abi	e I - Non-Deri	ivative Secui	rities A	Acquir	ea, Disposea oi,	or Beneficiali	y Ownea
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 at end of Issuer's	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/31/2006	Â	A	105.874	A		229.854	I	By 401(k) Trustee
Common Stock	Â	Â	Â	Â	Â	Â	6,000	D	Â

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.

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	 .	or	
							Date	Title	Number	
									of	
					(A) (D)				Shares	

of D

Is

Reporting Owners

Reporting Owner Name / Address	Relationships							
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
HEADLEY MARTIN S 155 S. LIMERICK ROAD LIMERICK, PA 19468-1699	Â	Â	Exec. Vice Pres.& CFO	Â				

Signatures

Sherrie L. Hedrick with POA for Martin S. Headley 01/31/2007

**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).
- (1) Total number of shares of Common Stock held by Reporting Person indirectly by the 401(k) Trustee is based on a plan statement dated as of December 31, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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