

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 \*  
**WILLIAMS FRANK R**

(Last) (First) (Middle)  
2627 EDGEWOOD RD.  
  
(Street)

UTICA, NY 13501

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/16/2007

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)

VICE PRESIDENT

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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/16/2007		M	269 A \$ 0	4,926	D	
Common Stock	05/16/2007		F	131 D \$ 0	4,926	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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 Underlying Security (Instr. 3 and 4)
RSUs (Restricted Stock Units) <sup>(1)</sup>	<u>(1)</u>	05/16/2007		M	400	05/16/2007 <sup>(1)</sup> 05/16/2016 <sup>(1)</sup>	Common Stock
RSUs (Restricted Stock Units) <sup>(1)</sup>	<u>(1)</u>	05/17/2007		A	2,000	05/17/2008 <sup>(1)</sup> 05/17/2017 <sup>(1)</sup>	Common Stock
SAR's (Stock Appreciation Rights) <sup>(2)</sup>	\$ 29.92	05/17/2007		A	5,000	05/17/2008 <sup>(2)</sup> 05/17/2017 <sup>(2)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS FRANK R 2627 EDGEWOOD RD. UTICA, NY 13501			VICE PRESIDENT	

## Signatures

/s/ Frank R. Williams  
05/18/2007

     <sup>\*\*</sup>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)

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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.

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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