

STRYKER CORP

Form 4

March 21, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carpenter Lonny J

(Last) (First) (Middle)

2825 AIRVIEW BLVD.

(Street)

KALAMAZOO, MI 49002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STRYKER CORP [SYK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	03/21/2014		M		3,000	A \$ <u>0</u> ⁽¹⁾	35,536	D	
Common Stock	03/21/2014		F		1,386	D \$ 81.3	34,150	D	
Common Stock	03/21/2014		A		11,810 ⁽²⁾	A \$ <u>0</u> ⁽²⁾	45,960	D	
Common Stock	03/21/2014		F		5,217	D \$ 81.3	40,743	D	
Common Stock							2,337	I	By 401K

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

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(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 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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Fair Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units granted 02/21/2012	(1)	03/21/2014		M	3,000	(3)	(3)	Common Stock	3,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carpenter Lonny J 2825 AIRVIEW BLVD. KALAMAZOO, MI 49002	Group President

Signatures

Lauren E. Keller, attorney-in-fact for Lonny J. Carpenter 03/21/2014

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) On March 21, 2014, 3,000 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.

(2) Shares issued upon vesting of performance stock units that were earned based on the achievement of pre-established three-year average adjusted diluted net earnings per share goals and sales performance goals and related dividend equivalents.

(3) The restricted stock units vest as to 6,000 shares on March 21, 2015.

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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