

STRYKER CORP
Form 4
August 18, 2008

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 *
STRYKER JON L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2825 AIRVIEW BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2008

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

KALAMAZOO, MI 49002

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|------------|---|-------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/15/2008 | | S | | | 13,546 | D | \$ 66.1588 | 80,513 | D | |
| | | | | | | | | (1) | | | |
| Common Stock | 08/15/2008 | | S | | | 75,726 | D | \$ 66.7156 | 4,787 | D | |
| | | | | | | | | (2) | | | |
| Common Stock | 08/15/2008 | | S | | | 4,787 | D | \$ 66.9459 | 0 | D | |
| | | | | | | | | (3) | | | |
| Common Stock | | | | | | | | | 22,223,309 | I | By L. Lee Stryker Trust |

| | | | |
|-----------------|-------------------------|---|--------------------------|
| Common Stock | 4,638,369 <u>(4)</u> | I | By Revocable Trust |
|-----------------|-------------------------|---|--------------------------|

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 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| STRYKER JON L 2825 AIRVIEW BLVD. KALAMAZOO, MI 49002 | X |

Signatures

| | |
|------------------------------------|------------|
| Jon L. Stryker | 08/18/2008 |
| **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).
- (1) Represents the average price for transactions in a range from \$65.92 to 66.42.
- (2) Represents the average price for transactions in a range from \$66.43 to \$66.92.
- (3) Represents the average price for transactions in a range from \$66.93 to \$67.04.

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- (4) 400,000 shares were distributed for Mr. Stryker's direct ownership by the Revocable Trust on 8/12/2008, of which all 400,000 shares have been sold.

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.