

STRYKER CORP
Form 4
March 21, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Benscoter Steven P

(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
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

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	03/21/2014		M		918	A	\$ 0 (1)
Common Stock	03/21/2014		F		291	D	\$ 81.3
Common Stock	03/21/2014		M		1,140	A	\$ 0 (3)
Common Stock	03/21/2014		F		361	D	\$ 81.3
Common Stock	03/21/2014		M		560	A	\$ 0 (4)

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Common Stock	03/21/2014	F	177	D	\$ 81.3	10,528 ⁽²⁾	D	
Common Stock						1,435	I	By 401K

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units granted 02/09/2011	<u>(1)</u>	03/21/2014		M	918	<u>(1)</u> <u>(1)</u>	Common Stock	918	
Restricted Stock Units granted 02/21/2012	<u>(3)</u>	03/21/2014		M	1,140	<u>(5)</u> <u>(5)</u>	Common Stock	1,140	
Restricted Stock Units granted 02/21/2012	<u>(4)</u>	03/21/2014		M	560	<u>(6)</u> <u>(6)</u>	Common Stock	560	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benscoter Steven P 2825 AIRVIEW BLVD KALAMAZOO, MI 49002			VP, Human Resources	

Signatures

Lauren E. Keller, attorney-in-fact for Steven P.
Benscoter

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, 918 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (2) Includes 437 shares of Stryker Common Stock acquired pursuant to Stryker Corporation's Employee Stock Purchase Plan ("ESPP") as of December 31, 2013, the date of the latest available statement of the reporting person's ESPP holdings.
- (3) On March 21, 2014, 1,140 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (4) On March 21, 2014, 560 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (5) The restricted stock units vest as to 1,140 shares on March 21, 2015.
- (6) The restricted stock units vest as to 560 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. 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.