TUTOGEN MEDICAL INC
Form SC 13D/A
August 10, 2006

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...15

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Tutogen Medical, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
90110710
(CUSIP Number)
Chad F. Phipps, Esq.
Zimmer Holdings, Inc.
P.O. Box 708
Warsaw, Indiana 46581-0708
(574) 267-6131

copies to:
Morton A. Pierce, Esq.
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1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)
August 9, 2006
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 90110710

1	NAMES OF REPORTING PERSONS: Zimmer Holdings, Inc. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 13-4151777
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) o
3	SEC USE ONLY:
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): o
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 5,297,124

EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 5,297,124
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 5,297,124	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 33.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO	

CUSIP No. 90110710

1	NAMES OF REPORTING PERSONS: Zimmer, Inc. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 13-2695416
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) o
3	SEC USE ONLY:
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): o
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 5,297,124

EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 5,297,124
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 5,297,124	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 33.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO	

CUSIP No. 90110710

1	NAMES OF REPORTING PERSONS: Zimmer CEP USA Holding Co. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 13-3169695	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) o	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 5,297,124

EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 5,297,124
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 5,297,124	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 33.2%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO	

This Amendment No. 5 (the Amendment) amends the Statement on Schedule 13D filed with the Securities and Exchange Commission by Sulzer AG, a corporation established under the laws of Switzerland, Sulzer Medica Ltd., a corporation established under the laws of Switzerland, and Sulzer Medica USA Holding Co. (n/k/a Zimmer CEP USA Holding Co.), a Delaware corporation on November 13, 2000 (the Schedule 13D) and as amended by Amendment No. 1 on November 21, 2000, Amendment No. 2 on January 5, 2001, Amendment No. 3 on March 10, 2006 and Amendment No. 4 on May 12, 2006. This Amendment is filed with respect to the common stock, par value $0.01 per share (the Common Stock), of Tutogen Medical, Inc., a Florida corporation (the Issuer) and is filed to reflect information required by Rule 13d-2 under the Securities and Exchange Act of 1934, as amended, with respect to the Common Stock.

Item 4. Purpose of Transaction

Item 4 is hereby supplemented and amended by the insertion of the following at the end thereof:

The purpose of this Amendment No. 5 is to report that on August 9, 2006, representatives of Zimmer contacted the management of the Issuer telephonically to propose to the Issuer a non-binding indication of interest (the Indication of Interest) with respect to a proposed acquisition of the Issuer at an indicative price range of $5.00 to $6.00 per share of Common Stock. Later on that same date, the Issuer contacted Zimmer and rejected the Indication of Interest. Zimmer has determined not to pursue an acquisition of the Issuer at this time, but based on other factors deemed relevant by Zimmer, including, but not limited to, the price and availability of Common Stock, subsequent developments affecting Zimmer and the Issuer, the business prospects of Zimmer and the Issuer, general stock market and economic conditions and tax considerations, Zimmer may formulate other plans and/or make other proposals and take other actions with respect to its investment in the Issuer that it deems to be appropriate, including, but not limited to, any or all of the actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 10, 2006

ZIMMER HOLDINGS, INC.

By: /s/ Chad F. Phipps
Name: Chad F. Phipps
Title: Associate General Counsel and Secretary

ZIMMER, INC.

By: /s/ Chad F. Phipps
Name: Chad F. Phipps
Title: Associate General Counsel and Secretary

ZIMMER CEP USA HOLDING CO.

By: /s/ Chad F. Phipps
Name: Chad F. Phipps
Title: Secretary