Benscoter Steven P Form 4 March 25, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * Benscoter Steven P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) STRYKER CORP [SYK]

(Check all applicable)

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

Director _X__ Officer (give title

below)

10% Owner _ Other (specify

2825 AIRVIEW BLVD

(Ctata)

03/21/2013

VP, Human Resources

(Street) 4. If Amendment, Date Original

(Middle)

(7:m)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

KALAMAZOO, MI 49002

(City)	(State) (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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/21/2013		M	913	A	\$ 0 (1)	8,904 (2)	D	
Common Stock	03/21/2013		F	286	D	\$ 65.37	8,618	D	
Common Stock	03/21/2013		M	918	A	\$ 0 (3)	9,536	D	
Common Stock	03/21/2013		F	291	D	\$ 65.37	9,245	D	
Common Stock	03/21/2013		M	1,140	A	\$ 0 (4)	10,385	D	

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Common Stock	03/21/2013	F	361	D	\$ 65.37	10,024	D	
Common Stock	03/21/2013	M	560	A	\$ 0 (5)	10,584	D	
Common Stock	03/21/2013	F	177	D	\$ 65.37	10,407	D	
Common Stock						1,324	I	By 401K

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

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SEC 1474 (9-02)

> 8. I De: Sec (In:

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units granted 02/23/2010	(1)	03/21/2013		M	913	<u>(1)</u>	<u>(1)</u>	Common Stock	913	
Restricted Stock Units granted 02/09/2011	(3)	03/21/2013		M	918	<u>(6)</u>	<u>(6)</u>	Common Stock	918	
Restricted Stock Units granted 02/21/2012	<u>(4)</u>	03/21/2013		M	1,140	<u>(7)</u>	<u>(7)</u>	Common Stock	1,140	
Restricted Stock Units granted 02/21/2012	<u>(5)</u>	03/21/2013		M	560	(8)	(8)	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

03/25/2013

**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, 2013, 913 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (2) Includes 430 shares of Stryker Common Stock acquired pursuant to Stryker Corporation's Employee Stock Purchase Plan ("ESPP") as of December 31, 2012, the date of the latest available statement of the reporting person's ESPP holdings.
- (3) On March 21, 2013, 918 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (4) On March 21, 2013, 1,140 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- (5) On March 21, 2013, 560 Restricted Stock Units vested and were settled for an equal number of shares of Stryker Common Stock.
- The restricted stock units vest as to 918 shares on March 21, 2013 and 918 shares on March 21, 2014. Vesting will be accelerated in the
- (6) event of termination of employment by reason of disability or death but will otherwise cease upon termination of employment or a significant decrease in the reporting person's role and/or responsibilities with Stryker.
- The restricted stock units vest as to 1,140 shares on March 21, 2013; 1,140 shares on March 21, 2014; and 1,140 shares on March 21,
- (7) 2015. Vesting will be accelerated in the event of termination of employment by reason of disability or death but will otherwise cease upon termination of employment or a significant decrease in the reporting person's role and/or responsibilities with Stryker.
 - The restricted stock units vest as to 560 shares on March 21, 2013; 560 shares on March 21, 2014; and 560 shares on March 21, 2015.
- (8) Vesting will be accelerated in the event of termination of employment by reason of disability or death but will otherwise cease upon termination of employment or a significant decrease in the reporting person's role and/or responsibilities with Stryker.

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.

Reporting Owners 3