

Tornier Alain  
Form 4  
April 03, 2012

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tornier Alain

2. Issuer Name **and** Ticker or Trading  
Symbol  
Tornier N.V. [TRNX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
7701 FRANCE AVENUE S., SUITE  
600

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2012

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

(Street)

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

EDINA, MN 55435

(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		
Ordinary Shares, par value EUR 0.03 per share	03/31/2012		F		5	D	\$ 25.7	4,389 <sup>(1)</sup>	D
Ordinary Shares, par value EUR 0.03 per share								3,485,292	I
Ordinary Shares, par								467,797	I
									See footnote <sup>(2)</sup>
									See footnote <sup>(3)</sup>

value EUR  
0.03 per  
share

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

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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 Bene 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
Tornier Alain 7701 FRANCE AVENUE S., SUITE 600 EDINA, MN 55435	X	X		

## Signatures

/s/ Kevin M. Klemz,  
attorney-in-fact

04/03/2012

\*\*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) Includes 3,328 ordinary shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Tornier N.V. 2010 Incentive Plan.
- (2) These shares are held by KCH Oslo AS, formerly known as Karenslyst Argang 2011 XXXVII AS, ("KCH Oslo"). KCH Oslo is a wholly owned subsidiary of KCH Stockholm AB ("KCH Stockholm"). Mr. Tornier wholly owns KCH Stockholm. All ordinary shares indicated

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as indirectly owned by Mr. Tornier are included because of his affiliation with these entities. These shares were previously held by and subsequently transferred by KCH Stockholm to KCH Oslo.

- (3) These shares are held by Phil Invest ApS ("Phil Invest"). Mr. Tornier wholly owns Phil Invest. All ordinary shares indicated as owned by Mr. Tornier are included because of his affiliation with these entities.

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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