COX HOWARD E JR

Form 4

February 11, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

> January 31, Expires: 2005

OMB APPROVAL

3235-0287

0.5

Estimated average burden hours per

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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

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * COX HOWARD E JR

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

STRYKER CORP [SYK]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 02/09/2011

X Director 10% Owner Officer (give title Other (specify

below)

2825 AIRVIEW BLVD.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X 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

KALAMAZOO, MI 49002

(State) (Zip)

2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

(Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership

(Instr. 4)

Following Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

4.

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number 6. Date Exercisable and Transaction Derivative **Expiration Date** Code Securities (Month/Day/Year) (Instr. 8) Acquired

7. Title and Amount of 8. **Underlying Securities** (Instr. 3 and 4)

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 (I_1)

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	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	\$ 59.7	02/09/2011	A		4,735		<u>(1)</u>	02/08/2021	Common Stock	4,735	
Common Stock	<u>(2)</u>	02/09/2011	A		1,578		(3)	(3)	Common Stock	1,578	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting O Water Tumber Trade	Director	10% Owner	Officer Other				
COX HOWARD E JR 2825 AIRVIEW BLVD. KALAMAZOO, MI 49002	X						

Signatures

Julie A. Brown, attorney-in-fact for Howard E. 02/11/2011 Cox, Jr. Date

**Signature of Reporting Person

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).
- Stock option granted pursuant to the Stryker Corporation 2006 Long-Term Incentive Plan, exercisable as to 20% on each of the first five **(1)** anniversaries of the date of grant.
- (2) Each restricted stock unit represents a contingent right to receive one share of Stryker Common Stock.
- The restricted stock units vest as to 100% of the shares on March 21, 2012. Vesting will be accelerated in the event of termination of (3) service as a Director of Stryker by reason of disability or death but will otherwise cease upon termination of service as a Director of 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.

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