

BERGY DEAN H
Form 4/A
December 22, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGY DEAN H

2. Issuer Name and Ticker or Trading Symbol
STRYKER CORP [SYK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2825 AIRVIEW BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. & CFO

(Street)
KALAMAZOO, MI 49002

4. If Amendment, Date Original Filed (Month/Day/Year)
08/20/2008

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 | (D) | Price | | | |
| Common Stock | 08/18/2008 | | M | | 40,000 | A | \$ 9.39 | 94,779 | D | |
| Common Stock | 08/18/2008 | | F | | 19,644 | D | \$ 66.89 | 75,135 | D | |
| Common Stock | 08/18/2008 | | M | | 40,000 | A | \$ 12.14 | 115,135 | D | |
| Common Stock | 08/18/2008 | | F | | 20,617 | D | \$ 66.89 | 94,518 | D | |
| Common Stock | 08/18/2008 | | G | | 39,739 | D | \$ 0 | 54,779 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------------------|------------|---|--------------|
| Common Stock | 08/18/2008 | G | 39,739 | A | \$ 0 | 64,501 | I | By Trust |
| Common Stock | 08/19/2008 | S | 30,000 | D | \$ 67.3216 (1) | 34,501 (2) | I | By Trust |
| Common Stock | | | | | | 2,438 | I | By 401K Plan |

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

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.

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | \$ 9.39 | 08/18/2008 | | M | 40,000 | (3) 10/21/2008 | Common Stock | 40,000 | |
| Common Stock | \$ 12.14 | 08/18/2008 | | M | 40,000 | (3) 04/19/2009 | Common Stock | 40,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERGY DEAN H 2825 AIRVIEW BLVD. KALAMAZOO, MI 49002 | | | V.P. & CFO | |

Signatures

Dean H. Bergy 12/22/2008

__Signature of Date
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).

(1) Represents the average price for transactions in a range from \$67.25 to \$67.40.

Includes shares that have previously been inadvertently reported as being directly owned by the reporting person even though they had
(2) been gifted by the reporting person to a revocable trust of which certain members of his family are beneficiaries. The gifts to the trust occurred on November 15, 2004 (13,302 shares) and March 14, 2008 (11,460 shares).

(3) Employee stock option granted pursuant to the Stryker Corporation 1998 Stock Option Plan, exercisable as to 20% on each of the first five anniversaries of the date of grant.

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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