

Bencoter Steven P
 Form 4
 March 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Bencoter Steven P

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

2825 AIRVIEW BLVD

03/21/2013

VP, Human Resources

(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

KALAMAZOO, MI 49002

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
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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(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. F. Derivative 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	<u>(1)</u>	03/21/2013		M	913	<u>(1)</u>	<u>(1)</u>	Common Stock	913
Restricted Stock Units granted 02/09/2011	<u>(3)</u>	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	<u>(8)</u>	<u>(8)</u>	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.
- (6) 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 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.
- (7) 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, 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.
- (8) 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. 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.