

STRYKER JON L
Form 4
February 15, 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 *
STRYKER JON L

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.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2008

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

KALAMAZOO, MI 49002

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/14/2008 | | S | 18,000 D | \$ 69.0149 112,000 | D | |
| | | | | | (1) | | |
| Common Stock | 02/14/2008 | | S | 18,700 D | \$ 69.4959 93,300 | D | |
| | | | | | (2) | | |
| Common Stock | 02/14/2008 | | S | 9,900 D | \$ 69.9883 83,400 | D | |
| | | | | | (3) | | |
| Common Stock | 02/14/2008 | | S | 3,400 D | \$ 70.4071 80,000 | D | |
| | | | | | (4) | | |

| | | | | |
|--------------|--|-------------------------|---|----------------------------------|
| Common Stock | | 22,223,309 | I | By L. Lee Stryker Trust |
| Common Stock | | 5,040,069 <u>(5)</u> | I | By Revocable Trust |
| Common Stock | | 11,500 | I | By Charitable Lead Annuity Trust |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STRYKER JON L 2825 AIRVIEW BLVD. KALAMAZOO, MI 49002 | | X | | |

Signatures

Jon L. Stryker 02/15/2008
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).
- (1) Represents the average price for transactions in a range from \$68.75 to \$69.25.
- (2) Represents the average price for transactions in a range from \$69.26 to \$69.76.
- (3) Represents the average price for transactions in a range from \$69.77 to \$70.27.
- (4) Represents the average price for transactions in a range from \$70.28 to \$70.54.
- (5) 380,000 shares were distributed for Mr. Stryker's direct ownership on 2/7/2008 of which 300,000 have been sold.

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.