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AMSOUTH BANCORPORATION  
Form 13F-HR  
May 13, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 03/31/2003

Check here if Amendment  Amendment Number:

This Amendment  is a restatement

Institutional Investment Manager Filing this Report:

Name: AMSOUTH BANCORPORATION  
Address: 1900 FIFTH AVENUE NORTH  
BIRMINGHAM, AL 35203

13F File Number: 28-00108

The institutional investment Manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: CARL L. GORDAY  
Title: ASST GEN COUNSEL/SECRETARY  
Phone: 205-326-5183  
Signature, Place, and Date of Signing:

/s/ Carl L. Gorday Birmingham, AL 5/12/03  
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Report Type (Check only one)  
 13F HOLDINGS REPORT  
 13F COMBINATION REPORT

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4  
Form 13F Information Table Entry Total: 4849  
Form 13F Information Table Value Total: \$ 5,247,783

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment Managers with respect to which this report is filed,

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other than the Manager filing this report.

No.	13F File Number	Name
1	28-06472	AMSOUTH BANK
2	28-07610	OAKBROOK INVESTMENTS LLC
5	801-60146	AMSOUTH INVESTMENT MANAGEMENT COMPANY LLC
6	801-56314	FIVE POINTS CAPITAL ADVISORS, INC

FORM 13F INFORMATION TABLE

NAME OF ISSUER SECURITY NAME	TITLE OF CLASS	CUSIP	VALUE X \$1000	SHS PRN AMOUNT	SH PRN	PUT CALL	INVTMT DISCRTN	OTHER MANAGERS
ADC	COM	000886101	44	21500	SH		DEFINED	1
							DEFINED	1 2
							DEFINED	1 5
		000886101	113	54850	SH		SOLE	1 2
ACM GOVT INCOME	COM	000912105	22	2500	SH		DEF/OTH	1
AFLAC INC	COM	001055102	21687	676652	SH		DEFINED	1
							DEFINED	1
							DEFINED	1
							DEFINED	1 2
							DEFINED	1 5
							DEFINED	1 5
							DEFINED	1 6
							DEF/OTH	1
		001055102	799	24934	SH		DEF/OTH	1
							DEF/OTH	1
		001055102	986	30750	SH		SOLE	1 2
AGCO CORP	COM	001084102	270	16800	SH		DEFINED	1
							DEFINED	1 5
AGL RESOURCES INC	COM	001204106	333	14100	SH		DEFINED	1
							DEFINED	1
							DEFINED	1 5
		001204106	214	9040	SH		DEF/OTH	1
AES CORP	COM	00130H105	21	5900	SH		DEFINED	1 2
							DEFINED	1 5
							DEF/OTH	1
							DEF/OTH	1
		00130H105	19	5200	SH		DEF/OTH	1
		00130H105	65	17900	SH		SOLE	1 2
AK STEEL HOLDING	COM	001547108	49	15100	SH		DEFINED	1 5
AMB PROPERTY CORP	COM	00163T109	387	13700	SH		DEFINED	1
							DEFINED	1 5
AOL TIME WARNER INC	COM	00184A105	15638	1440008	SH		DEFINED	1
							DEFINED	1
							DEFINED	1
							DEFINED	1
							DEFINED	1 2

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					DEFINED	1	5
					DEFINED	1	5
					DEFINED	1	5
					DEFINED	1	6
		00184A105	511	47061	SH	DEF/OTH	1
						DEF/OTH	1
						DEFINED	1
		00184A105	2050	188800	SH	SOLE	1 2
AT&T CORP	COM	001957505	905	55881	SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
		001957505	436	26938	SH	DEF/OTH	1
						DEF/OTH	1
						DEFINED	1
AT&T WIRELESS SVCS INC	COM	00209A106	1067	161670	SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
		00209A106	174	26433	SH	DEF/OTH	1
						DEF/OTH	1
						DEFINED	1
		00209A106	616	93399	SH	SOLE	1 2
AVX CORP	COM	002444107	180	20000	SH	DEF/OTH	1
AAIPHARMA INC	COM	00252W104	780	90500	SH	DEFINED	1
						DEFINED	1
						DEFINED	1 5
ABBOTT LABS	COM	002824100	23068	613341	SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 5
		002824100	2142	56964	SH	DEF/OTH	1
						DEF/OTH	1
						DEFINED	1
		002824100	2411	64100	SH	SOLE	1 2
ABERCROMBIE & FITCH CO	COM	002896207	898	29900	SH	DEFINED	1 5
		002896207	0	20	SH	DEF/OTH	1
ABERDEEN ASIA	COM	003009107	31	6226	SH	DEFINED	1
		003009107	5	1000	SH	DEF/OTH	1
ACCREDO HEALTH INC	COM	00437V104	1072	44050	SH	DEFINED	1
						DEFINED	1
						DEFINED	1 5
ACTIVISION INC	COM	004930202	149	10300	SH	DEFINED	1 5
ACUITY BRANDS INC	COM	00508Y102	1316	97855	SH	DEFINED	1

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		00508Y102	26	1968 SH	DEF/OTH	1
ACXIOM CORP	COM	005125109	231	13700 SH	DEFINED	1 5
ADAMS EXPRESS CO	COM	006212104	91	8979 SH	DEFINED	1
					DEFINED	1
ADOBE SYSTEMS INC	COM	00724F101	129	4200 SH	DEFINED	1 2
					DEFINED	1 5
		00724F101	387	12550 SH	SOLE	1 2
ADTRAN INC	COM	00738A106	233	6500 SH	DEFINED	1
					DEFINED	1 5
ADVANCED FIBRE COMM	COM	00754A105	204	13500 SH	DEFINED	1
					DEFINED	1 5
ADV NEUROMODULATION SY	COM	00757T101	3668	85500 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
ADV MICRO-DEVICES	COM	007903107	17	2800 SH	DEFINED	1
					DEFINED	1
AEGON N V	ADR	007924103	76	10033 SH	DEFINED	1
					DEFINED	1
		007924103	84	11081 SH	DEF/OTH	1
					DEFINED	1
AETNA US HEALTHCARE	COM	00817Y108	569	11534 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		00817Y108	84	1701 SH	DEF/OTH	1
		00817Y108	466	9450 SH	SOLE	1 2
AFFILIATED COMPUTER SVC	COM	008190100	1408	31822 SH	DEFINED	1
					DEFINED	1 5
					DEFINED	1 6
		008190100	27	620 SH	DEF/OTH	1
					DEFINED	1
AGERE SYS INC	COM	00845V100	9	5537 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
		00845V100	0	150 SH	DEF/OTH	1
					DEFINED	1
AGERE SYS INC	COM	00845V209	219	146288 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
		00845V209	6	4089 SH	DEF/OTH	1
					DEFINED	1
AGILENT TECHONOLOGIES	COM	00846U101	3194	242856 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5

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			00846U101	132	10015 SH	DEFINED	1	5
						DEF/OTH	1	
						DEF/OTH	1	
						DEFINED	1	
			00846U101	211	16052 SH	SOLE	1	2
AGNICO-EAGLE MINES LTD	COM		008474108	58	4420 SH	DEFINED	1	
AIR PRODS & CHEMS INC	COM		009158106	691	16688 SH	DEFINED	1	
						DEFINED	1	
						DEFINED	1	2
						DEFINED	1	5
			009158106	120	2900 SH	DEF/OTH	1	
			009158106	663	16000 SH	SOLE	1	2
AIRBORNE INC	COM		009269101	133	6800 SH	DEFINED	1	5
AIRGAS	COM		009363102	204	11000 SH	DEFINED	1	5
ALABAMA NATL BANCORP	COM		010317105	742	18090 SH	DEFINED	1	
						DEFINED	1	
			010317105	66	1601 SH	DEF/OTH	1	
						DEF/OTH	1	
ALASKA AIR GROUP INC	COM		011659109	58	3700 SH	DEFINED	1	5
ALBANY INTL CORP	COM		012348108	103	4500 SH	DEFINED	1	5
ALBEMARLE CORP	COM		012653101	206	8451 SH	DEFINED	1	
						DEFINED	1	5
			012653101	119	4900 SH	DEF/OTH	1	
ALBERTO CULVER CO	COM		013068101	5835	118400 SH	DEFINED	1	
						DEFINED	1	
						DEFINED	1	
						DEFINED	1	5
						DEFINED	1	6
			013068101	10	200 SH	DEF/OTH	1	
ALBERTO CULVER CO	COM		013068200	56	1166 SH	DEFINED	1	
			013068200	112	2334 SH	DEF/OTH	1	
ALBERTSONS INC	COM		013104104	2528	134110 SH	DEFINED	1	
						DEFINED	1	
						DEFINED	1	5
			013104104	230	12200 SH	DEF/OTH	1	
ALCOA INC	COM		013817101	5046	260386 SH	DEFINED	1	
						DEFINED	1	
						DEFINED	1	
						DEFINED	1	2
						DEFINED	1	5
			013817101	1359	70136 SH	DEF/OTH	1	
						DEF/OTH	1	
						DEFINED	1	
			013817101	966	49850 SH	SOLE	1	2
ALEXANDER & BALDWIN INC	COM		014482103	157	6300 SH	DEFINED	1	5
ALFA CORP	COM		015385107	1418	122088 SH	DEFINED	1	

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						DEFINED	1
		015385107	247	21252 SH		DEF/OTH	1
ALLEGHENY ENERGY INC	COM	017361106	53	8500 SH		DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
		017361106	53	8475 SH		DEF/OTH	1
ALLEGHENY TECHNOLOGIES	COM	01741R102	7	2558 SH		DEFINED	1
						DEFINED	1
						DEFINED	1 2
		01741R102	0	240 SH		DEF/OTH	1
ALLEN TELECOM INC	COM	018091108	72	7340 SH		DEFINED	1
ALLERGAN INC	COM	018490102	102	1500 SH		DEFINED	1 2
						DEFINED	1 5
		018490102	172	2525 SH		DEF/OTH	1
						DEF/OTH	1
		018490102	307	4500 SH		SOLE	1 2
ALLETE INC	COM	018522102	340	16394 SH		DEFINED	1
						DEFINED	1
						DEFINED	1 5
ALLIANT CORP	COM	018802108	248	15450 SH		DEFINED	1
						DEFINED	1
						DEFINED	1 5
		018802108	6	360 SH		DEF/OTH	1
ALLIED CAP CORP	COM	01903Q108	26	1325 SH		DEFINED	1
						DEFINED	1
		01903Q108	9	450 SH		DEF/OTH	1
ALLMERICA FINL CORP	COM	019754100	229	16300 SH		DEFINED	1 5
		019754100	8	561 SH		DEF/OTH	1
						DEF/OTH	1
ALLSTATE CORP	COM	020002101	2444	73690 SH		DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
		020002101	569	17164 SH		DEF/OTH	1
						DEFINED	1
		020002101	803	24200 SH		SOLE	1 2
ALLTEL CORP	COM	020039103	292	6514 SH		DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
		020039103	449	10042 SH		DEF/OTH	1
						DEF/OTH	1
ALTERA CORP	COM	021441100	1895	139970 SH		DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 6
		021441100	16	1200 SH		DEF/OTH	1

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		021441100	357	26350 SH	SOLE	1 2
ALTRIA GROUP INC	COM	02209S103	28682	957337 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		02209S103	5944	198401 SH	DEF/OTH	1
					DEF/OTH	1
					DEFINED	1
		02209S103	2475	82600 SH	SOLE	1 2
AMBAC FINANCIAL GROUP	COM	023139108	93	1840 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		023139108	182	3600 SH	SOLE	1 2
AMERADA HESS CORP	COM	023551104	104	2340 SH	DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		023551104	266	6000 SH	DEF/OTH	1
		023551104	268	6050 SH	SOLE	1 2
AMEREN CORP	COM	023608102	220	5645 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		023608102	250	6407 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
					DEFINED	1
		023608102	199	5100 SH	SOLE	1 2
AMERICA SVC GROUP INC	COM	02364L109	56	4300 SH	DEFINED	1
AMERICAN CAPITAL STRTG	COM	024937104	35	1565 SH	DEFINED	1
		024937104	45	2000 SH	DEF/OTH	1
AMERICAN ELECTRIC PWR	COM	025537101	8964	392318 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		025537101	509	22280 SH	DEF/OTH	1
					DEF/OTH	1
					DEFINED	1
		025537101	267	11670 SH	SOLE	1 2
AMERICAN EXPRESS CO	COM	025816109	35092	1056037 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5

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		025816109	1422	42806 SH	DEFINED	1 6
					DEF/OTH	1
					DEF/OTH	1
					DEFINED	1
		025816109	1897	57100 SH	SOLE	1 2
AMERICAN FINL GRP INC	COM	025932104	419	21100 SH	DEFINED	1 5
AMERICAN INTL GROUP INC	COM	026874107	31800	643070 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		026874107	5199	105131 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
					DEFINED	1
		026874107	5272	106615 SH	SOLE	1 2
AMERICAN PHARM PTNRS	COM	02886P109	2819	147200 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
AMERICAN POWER CONV	COM	029066107	3144	220800 SH	DEFINED	1 2
					DEFINED	1 5
		029066107	3364	236250 SH	SOLE	1 2
AMERICAN SELECT PTF	COM	029570108	14	1100 SH	DEFINED	1
AMERN STRAT INCM PTF II	COM	030099105	13	1000 SH	DEFINED	1
AMERICAN STRAT INC III	COM	03009T101	14	1100 SH	DEFINED	1
AMERUS GROUP CO	COM	03072M108	117	4773 SH	DEFINED	1
					DEFINED	1 5
AMERICSOURCEBERGEN	COM	03073E105	74	1400 SH	DEFINED	1 2
					DEFINED	1 5
		03073E105	17	316 SH	DEF/OTH	1
					DEF/OTH	1
		03073E105	189	3600 SH	SOLE	1 2
AMERIGROUP CORP	COM	03073T102	2241	76600 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
AMETEK INC	COM	031100100	168	5100 SH	DEFINED	1 5
AMGEN INC	COM	031162100	37655	654296 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		031162100	1783	30990 SH	DEF/OTH	1
					DEF/OTH	1



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			031162100	3046	52925 SH	DEFINED	1
						SOLE	1 2
AMSOUTH BANCORP	COM		032165102	156956	7895169 SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
			032165102	109856	5525972 SH	DEFINED	1 2
						DEF/OTH	1
						DEFINED	1
						DEF/OTH	1
						DEFINED	1
			032165102	242	12150 SH	SOLE	1 2
AMVESCAP PLC	ADR		03235E100	32	3500 SH	DEFINED	1
ANADARKO PETROLEUM CP	COM		032511107	13434	295251 SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 6
			032511107	1687	37079 SH	DEF/OTH	1
						DEFINED	1
						DEF/OTH	1
						DEFINED	1
ANALOG DEVICES INC	COM		032654105	210	7640 SH	DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
			032654105	575	20900 SH	SOLE	1 2
ANDREW CORP	COM		034425108	11	2025 SH	DEFINED	1
ANHEUSER BUSCH COS	COM		035229103	10115	217015 SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 6
			035229103	1355	29072 SH	DEF/OTH	1
						DEF/OTH	1
						DEFINED	1
			035229109	1377	29550 SH	SOLE	1 2
ANTHEM INC	COM		03674B104	119	1800 SH	DEFINED	1 2
						DEFINED	1 5
			03674B104	0	8 SH	DEF/OTH	1
			03674B104	318	4800 SH	SOLE	1 2
AON CORP	COM		037389103	68	3295 SH	DEFINED	1
						DEFINED	1
			037389103	102	4955 SH	DEF/OTH	1
APACHE CORP	COM		037411105	953	15431 SH	DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 6
			037411105	7	110 SH	DEF/OTH	1
			037411105	333	5387 SH	SOLE	1 2

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APEX MUNI FUND INC	COM	037580107	22	2738 SH	DEF/OTH	1
APOLLO GROUP INC	COM	037604105	4790	96000 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 6
		037604105	596	11950 SH	SOLE	1 2
APOGENT TECHNOLOGIES	COM	03760A101	143	9822 SH	DEFINED	1
					DEFINED	1 5
		03760A101	12	810 SH	DEF/OTH	1
APPLE COMPUTER INC	COM	037833100	15	1052 SH	DEFINED	1
		037833100	3	200 SH	DEF/OTH	1
APRIA HEALTHCARE GP INC	COM	037933108	196	8400 SH	DEFINED	1 5
APPLERA CORP	COM	038020103	21	1300 SH	DEFINED	1
					DEFINED	1
APPLERA CORP	COM	038020202	9	1100 SH	DEFINED	1
					DEFINED	1
APPLIED INDL TECH INC	COM	03820C105	51	3050 SH	DEF/OTH	1
APPLIED MATERIALS INC	COM	038222105	20848	1657242 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		038222105	298	23665 SH	DEF/OTH	1
					DEF/OTH	1
					DEFINED	1
		038222105	910	72350 SH	SOLE	1 2
APPLIED MICRO CIRCUITS	COM	03822W109	22	6600 SH	DEFINED	1 2
					DEFINED	1 5
		03822W109	1	400 SH	DEF/OTH	1
		03822W109	66	20100 SH	SOLE	1 2
AQUILA INC	COM	03840P102	53	25550 SH	DEFINED	1
					DEFINED	1 5
		03840P102	3	1300 SH	DEF/OTH	1
ARCH COAL INC	COM	039380100	152	8000 SH	DEFINED	1 5
ARCHER DANIELS MIDLAND	COM	039483102	269	24894 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		039483102	200	18544 SH	DEF/OTH	1
		039483102	497	46010 SH	SOLE	1 2
ARGONAUT GROUP INC	COM	040157109	13	1462 SH	DEFINED	1
					DEFINED	1
ARROW ELECTRONICS INC	COM	042735100	240	16300 SH	DEFINED	1

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						DEFINED	1 5
ARVINMERITOR INC	COM	043353101	139	9900 SH		DEFINED	1
		043353101	3	199 SH		DEFINED	1 5
						DEF/OTH	1
ASCENTIAL SOFTWARE CORP	COM	04362P108	94	33700 SH		DEFINED	1 5
ASHLAND INC	COM	044204105	297	10000 SH		DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
		044204105	139	4700 SH		SOLE	1 2
ASSOCIATED BANC CORP	COM	045487105	134	4137 SH		DEFINED	1
ASTEC INDS INC	COM	046224101	52	9000 SH		DEFINED	1
		046224101	3137	540000 SH		DEFINED	1
						DEF/OTH	1
ASTORIA FINL CORP	COM	046265104	311	13400 SH		DEFINED	1 5
ASTRAZENECA PLC	ADR	046353108	69	1998 SH		DEF/OTH	1
ATLANTIS PLASTICS INC	COM	049156102	79	16800 SH		DEFINED	1
ATMEL CORP	COM	049513104	228	142800 SH		DEFINED	1 5
ATMOS ENERGY CORP	COM	049560105	465	21878 SH		DEFINED	1
						DEFINED	1
AUTO DESK INC	COM	052769106	44	2900 SH		DEFINED	1 2
						DEFINED	1 5
		052769106	8	498 SH		DEF/OTH	1
		052769106	120	7850 SH		SOLE	1 2
AUTOMATIC DATA PROCESS	COM	053015103	34141	1108830 SH		DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 5
						DEFINED	1 6
		053015103	2716	88208 SH		DEF/OTH	1
						DEFINED	1
						DEF/OTH	1
						DEFINED	1
		053015103	5445	176850 SH		SOLE	1 2
AUTOZONE INC	COM	053332102	1862	27100 SH		DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 6
		053332102	117	1700 SH		DEF/OTH	1
		053332102	388	5650 SH		SOLE	1 2
AVAYA INC	COM	053499109	12	6105 SH		DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2

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		053499109	2	953 SH	DEFINED	1 5
					DEF/OTH	1
					DEF/OTH	1
		053499109	24	11782 SH	DEFINED	1
					SOLE	1 2
AVERY DENNISON CORP	COM	053611109	7704	131305 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
		053611109	387	6595 SH	DEF/OTH	1
					DEF/OTH	1
					DEFINED	1
		053611109	437	7450 SH	SOLE	1 2
AVID TECHNOLOGY INC	COM	05367P100	1447	65200 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
AVISTA CORP	COM	05379B107	11	1028 SH	DEFINED	1
AVNET INC	COM	053807103	1663	158727 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
		053807103	389	37127 SH	DEF/OTH	1
					DEFINED	1
AVOCENT CORP	COM	053893103	161	6900 SH	DEFINED	1 5
AVON PRODS INC	COM	054303102	58	1020 SH	DEFINED	1
					DEFINED	1
		054303102	424	7424 SH	DEF/OTH	1
AXA SA	ADR	054536107	12	1026 SH	DEFINED	1
					DEFINED	1
BB&T CORP	COM	054937107	1082	34423 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
		054937107	52	1662 SH	DEF/OTH	1
BJ SVCS CO	COM	055482103	1787	51959 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 6
		055482103	25	725 SH	DEF/OTH	1
BJS WHOLESALE CLUB INC	COM	05548J106	242	21400 SH	DEFINED	1 5
BP PLC	ADR	055622104	29987	777063 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6

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		055622104	7783	201682 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
					DEFINED	1
BRE PROPERTIES INC	COM	05564E106	91	3100 SH	DEF/OTH	1
BMC SOFTWARE INC	COM	055921100	3089	204700 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
		055921100	67	4470 SH	DEF/OTH	1
		055921100	222	14700 SH	SOLE	1 2
BAKER MICHAEL CORP	COM	057149106	19	2184 SH	DEFINED	1
BAKER HUGHES INC	COM	057224107	122	4068 SH	DEFINED	1
					DEFINED	1
		057224107	109	3627 SH	DEF/OTH	1
BALL CORP	COM	058498106	72	1300 SH	DEFINED	1 2
					DEFINED	1 5
		058498106	217	3900 SH	SOLE	1 2
BANCORPSOUTH INC	COM	059692103	2454	133345 SH	DEFINED	1
					DEFINED	1
BANCTRUST FIN GRP INC	COM	05978R107	365	25315 SH	DEFINED	1
					DEFINED	1
BANDAG INC	COM	059815100	86	2700 SH	DEFINED	1 5
BANK OF AMERICA CORP	COM	060505104	39727	594357 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		060505104	6060	90667 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
					DEFINED	1
		060505104	3817	57100 SH	SOLE	1 2
BANK NEW YORK INC	COM	064057102	355	17317 SH	DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		064057102	109	5308 SH	DEF/OTH	1
		064057102	877	42800 SH	SOLE	1 2
BANK ONE CORP	COM	06423A103	3782	109230 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		06423A103	1463	42255 SH	DEF/OTH	1
					DEFINED	1
		06423A103	1395	40300 SH	SOLE	1 2

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BANKNORTH GROUP INC	COM	06646R107	495	22700 SH	DEFINED	1 5
BANTA GEORGE INC	COM	066821109	103	3500 SH	DEFINED	1 5
BARD CR INC	COM	067383109	1980	31391 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		067383109	340	5398 SH	DEF/OTH	1
		067383109	227	3600 SH	SOLE	1 2
BARNES & NOBLE INC	COM	067774109	197	10400 SH	DEFINED	1 5
BARRICK GOLD CORP	COM	067901108	194	12448 SH	DEFINED	1
		067901108	55	3550 SH	DEF/OTH	1
BARR LABS INC	COM	068306109	3887	68190 SH	DEFINED	1
					DEFINED	1 5
					DEFINED	1 6
BAXTER	COM	071813109	2671	143311 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		071813109	1846	99047 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
					DEFINED	1
		071813109	648	34750 SH	SOLE	1 2
BEAR STEARNS CO	COM	073902108	7831	119374 SH	DEFINED	1 5
					DEFINED	1 6
		073902108	67	1016 SH	DEF/OTH	1
BECKMAN COULTER INC	COM	075811109	650	19100 SH	DEFINED	1 5
		075811109	22	658 SH	DEF/OTH	1
BECTON DICKINSON & CO	COM	075887109	6201	180049 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		075887109	83	2405 SH	DEF/OTH	1
					DEF/OTH	1
		075887109	610	17700 SH	SOLE	1 2
BED BATH & BEYOND INC	COM	075896100	9299	269215 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		075896100	22	645 SH	DEF/OTH	1
					DEF/OTH	1
		075896100	541	15650 SH	SOLE	1 2

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BELLSOUTH CORP	COM	079860102	25166	1161319	SH	DEFINED	1				
						DEFINED	1				
						DEFINED	1				
						DEFINED	1				
						DEFINED	1 2				
						DEFINED	1 5				
						DEFINED	1 5				
						DEFINED	1 5				
						DEFINED	1 6				
						079860102	6022	277907	SH	DEF/OTH	1
				DEFINED	1						
				DEF/OTH	1						
				DEFINED	1						
079860102	1790	82600	SH	SOLE	1 2						
BELO CORPORATION	COM	080555105	350	17300	SH	DEFINED	1 5				
BEMIS INC	COM	081437105	436	10371	SH	DEFINED	1				
						DEFINED	1				
						DEFINED	1 2				
						DEFINED	1 5				
081437105	151	3600	SH	SOLE	1 2						
BENCHMARK ELECTR INC	COM	08160H101	1606	56700	SH	DEFINED	1				
						DEFINED	1				
						DEFINED	1 5				
BERKSHIRE HATHAWAY INC	COM	084670108	2042	32	SH	DEFINED	1				
BERKSHIRE HATHAWAY INC	COM	084670207	983	460	SH	DEFINED	1				
						DEFINED	1				
						DEFINED	1				
						084670207	737	345	SH	DEF/OTH	1
										DEF/OTH	1
				DEFINED	1						
BEST BUY INC	COM	086516101	6922	256637	SH	DEFINED	1				
						DEFINED	1				
						DEFINED	1				
						DEFINED	1 5				
						DEFINED	1 6				
						086516101	158	5850	SH	DEF/OTH	1
BIG LOTS INC	COM	089302103	15	1300	SH	DEFINED	1 2				
						DEFINED	1 5				
BIOGEN INC	COM	090597105	54	1800	SH	DEFINED	1				
						DEFINED	1 2				
						DEFINED	1 5				
						090597105	9	300	SH	DEF/OTH	1
						090597105	150	5000	SH	SOLE	1 2
BIOMET INC	COM	090613100	211	6900	SH	DEFINED	1				
						DEFINED	1 2				
						DEFINED	1 5				
						090613100	1	36	SH	DEF/OTH	1
						090613100	549	17925	SH	SOLE	1 2
BIOPURE CORP	COM	09065H105	3	1000	SH	DEFINED	1				
BIOTECH HOLDRS TRUST	COM	09067D201	3879	41600	SH	DEFINED	1				

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						DEFINED	1
						DEFINED	1 5
						DEFINED	1 6
		09067D201	23	250 SH		DEF/OTH	1
BIOSITE INCORPORATED	COM	090945106	3061	79700 SH		DEFINED	1
						DEFINED	1
						DEFINED	1 5
BLACK & DECKER CORP	COM	091797100	4230	121350 SH		DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 6
		091797100	52	1500 SH		DEF/OTH	1
		091797100	200	5750 SH		SOLE	1 2
BLACK HILLS CORP	COM	092113109	102	3700 SH		DEFINED	1 5
BLACKROCK INCOME OPP TR	COM	092475102	14	1300 SH		DEFINED	1
BLACKROCK INCOME TRUST	COM	09247F100	14	1800 SH		DEFINED	1
BLACKROCK MUN INC TR	SH BN INT	09248F109	79	6000 SH		DEFINED	1
BLOCK H & R INC	COM	093671105	4143	97043 SH		DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 5
		093671105	3136	73450 SH		SOLE	1 2
BLYTHE INDUSTRIES INC	COM	09643P108	181	7100 SH		DEFINED	1 5
BOB EVANS FARM	COM	096761101	118	4900 SH		DEFINED	1 5
BOEING CO	COM	097023105	25464	1016138 SH		DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 5
						DEFINED	1 5
						DEFINED	1 6
		097023105	1362	54335 SH		DEF/OTH	1
						DEF/OTH	1
						DEFINED	1
		097023105	1048	41800 SH		SOLE	1 2
BOISE CASCADE CORP	COM	097383103	33	1500 SH		DEFINED	1 2
						DEFINED	1 5
BORDERS GROUP INC	COM	099709107	354	24100 SH		DEFINED	1 5
BORG WARNER INC	COM	099724106	196	4100 SH		DEFINED	1 5
BRIGGS & STRATTON CORP	COM	109043109	1534	39500 SH		DEFINED	1
						DEFINED	1
						DEFINED	1 2
		109043109	1247	32100 SH		SOLE	1 2
BRINKER INTL INC	COM	109641100	589	19300 SH		DEFINED	1
						DEFINED	1
						DEFINED	1



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			109641100	19	624 SH	DEFINED	1 5
						DEF/OTH	1
						DEF/OTH	1
BRISTOL MYERS SQUIBB CO	COM		110122108	37091	1755353 SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 5
						DEFINED	1 5
						DEFINED	1 6
			110122108	7702	364509 SH	DEF/OTH	1
						DEF/OTH	1
						DEFINED	1
			110122108	3546	167800 SH	SOLE	1 2
BROADCOM CORP	COM		111320107	44	3525 SH	DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
			111320107	118	9550 SH	SOLE	1 2
BROADWING INC	COM		111620100	46	11424 SH	DEFINED	1
			111620100	8	2000 SH	DEF/OTH	1
BROWN & BROWN INC	COM		115236101	31	1000 SH	DEF/OTH	1
BRUNSWICK CORP	COM		117043109	19	1000 SH	DEFINED	1
			117043109	28	1465 SH	DEF/OTH	1
BUCKEYE TECHNOLOGIES	COM		118255108	37	7800 SH	DEFINED	1
			118255108	48	10000 SH	DEF/OTH	1
BURLINGTON NORTHERN SF	COM		12189T104	409	16407 SH	DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
			12189T104	120	4827 SH	DEF/OTH	1
						DEFINED	1
			12189T104	665	26700 SH	SOLE	1 2
BURLINGTON RESOURCES	COM		122014103	6061	127041 SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 6
			122014103	1139	23877 SH	DEF/OTH	1
						DEFINED	1
						DEF/OTH	1
						DEFINED	1
BUSH INDS INC	COM		123164105	2	924 SH	DEFINED	1
						DEFINED	1
			123164105	1	650 SH	DEF/OTH	1
CBL & ASSOC PPTYS INC	COM		124830100	49	1200 SH	DEFINED	1
			124830100	547	13475 SH	DEF/OTH	1
CBRL GROUP INC	COM		12489V106	110	4017 SH	DEFINED	1

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CDW COMPUTER CTRS INC	COM	125129106	522	12800 SH	DEFINED	1 5
C H ROBINSON WORLDWIDE	COM	12541W100	837	25600 SH	DEFINED	1 5
CIGNA CORP	COM	125509109	178	3900 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		125509109	104	2280 SH	DEF/OTH	1
		125509109	368	8050 SH	SOLE	1 2
CIGNA HIGH INCOME SHS	COM	12551D109	23	8500 SH	DEFINED	1
CIT GROUP INC	COM	125581108	15174	900028 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		125581108	93	5500 SH	DEF/OTH	1
					DEF/OTH	1
CLECO CORP NEW	COM	12561W105	248	19764 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
		12561W105	10	800 SH	DEF/OTH	1
CMS ENERGY CORP	COM	125896100	7	1669 SH	DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
CPI CORP	COM	125902106	31	2333 SH	DEFINED	1
		125902106	61	4667 SH	DEF/OTH	1
CNB FINL CORP PA	COM	126128107	172	3928 SH	DEF/OTH	1
CNF INC	COM	12612W104	231	7600 SH	DEFINED	1 5
CSG SYSTEM INTL	COM	126349109	123	14200 SH	DEFINED	1 5
CSX CORP	COM	126408103	770	26986 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
		126408103	740	25963 SH	DEF/OTH	1
					DEFINED	1
		126408103	347	12150 SH	SOLE	1 2
CVS CORP	COM	126650100	2535	106297 SH	DEFINED	1
					DEFINED	1
		126650100	523	21940 SH	DEF/OTH	1
					DEFINED	1
CABOT CORP	COM	127055101	16	650 SH	DEFINED	1
					DEFINED	1
		127055101	11	448 SH	DEF/OTH	1
CABOT MICROELECTRONICS	COM	12709P103	143	3400 SH	DEFINED	1 5
CADENCE DESIGN SYS INC	COM	127387108	412	41200 SH	DEFINED	1 5

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CALLAWAY GOLF CO	COM	131193104	126	10600 SH	DEFINED	1 5			
CALPINE CORP	COM	131347106	14	4100 SH	DEFINED	1 2			
		131347106	40	12150 SH	DEFINED	1 5			
CAMDEN PPTY TR	COM	133131102	21	650 SH	SOLE	1 2			
		133131102	17	540 SH	DEFINED	1			
CAMPBELL SOUP CO	COM	134429109	80	3800 SH	DEF/OTH	1			
		134429109	153	7300 SH	DEF/OTH	1			
CANADA LIFE FINL CORP	ADR	135113108	191	6457 SH	DEF/OTH	1			
CAPITAL ONE FINL CORP	COM	14040H105	1091	36339 SH	DEFINED	1			
					DEFINED	1			
					DEFINED	1 2			
					DEFINED	1 5			
CARDINAL HEALTH INC	COM	14149Y108	32167	564622 SH	DEFINED	1			
					DEFINED	1			
					DEFINED	1			
					DEFINED	1			
					DEFINED	1 2			
					DEFINED	1 5			
					DEFINED	1 5			
					DEFINED	1 6			
					14149Y108	3428	60166 SH	DEF/OTH	1
					DEFINED	1			
14149Y108	803	14100 SH	DEF/OTH	1					
14149Y108	803	14100 SH	SOLE	1 2					
CAREER EDUCATION CORP	COM	141665109	342	7000 SH	DEFINED	1 5			
CAREMARK RX INC	COM	141705103	875	48211 SH	DEFINED	1			
		141705103	25	1394 SH	DEF/OTH	1			
CARLISLE CORP	COM	142339100	190	4700 SH	DEFINED	1 5			
		142339100	119	2930 SH	DEF/OTH	1			
CARMAX INC	COM	143130102	231	15862 SH	DEFINED	1			
					DEFINED	1 5			
CARNIVAL CORP	COM	143658102	14863	616454 SH	DEFINED	1			
					DEFINED	1			
					DEFINED	1			
					DEFINED	1			
					DEFINED	1 2			
					DEFINED	1 5			
					DEFINED	1 5			
					DEFINED	1 5			
					143658102	1350	55996 SH	DEFINED	1 6
					143658102	1350	55996 SH	DEF/OTH	1
143658102	1350	55996 SH	DEF/OTH	1					
143658102	1350	55996 SH	DEFINED	1					
143658102	485	20100 SH	DEF/OTH	1					
143658102	485	20100 SH	SOLE	1 2					

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CARPENTER TECHNOLOGY CP	COM	144285103	31	3100 SH	DEFINED	1 5
CASCADE CORP	COM	147195101	109	7600 SH	DEFINED	1
CASH TECHNOLOGIES INC	COM	147910103	0	1000 SH	DEFINED	1
CATALINA MARKETING CORP	COM	148867104	162	8400 SH	DEFINED	1 5
CATERPILLAR INC	COM	149123101	360	7312 SH	DEFINED	1
		149123101	625	12708 SH	DEFINED	1
					DEF/OTH	1
					DEFINED	1
CEDAR FAIR L P	COM	150185106	125	5000 SH	DEFINED	1
		150185106	300	12000 SH	DEF/OTH	1
CENDANT CORP	COM	151313103	2573	202595 SH	DEFINED	1
					DEFINED	1
		151313103	369	29054 SH	DEF/OTH	1
					DEFINED	1
CENTENE CORP DEL	COM	15135B101	1116	38200 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
CENTERPOINT ENERGY INC	COM	15189T107	3855	546754 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		15189T107	196	27800 SH	DEF/OTH	1
					DEF/OTH	1
					DEFINED	1
		15189T107	71	10050 SH	SOLE	1 2
CENTEX CORPORATION	COM	152312104	87	1600 SH	DEFINED	1 2
					DEFINED	1 5
		152312104	82	1500 SH	DEF/OTH	1
		152312104	234	4300 SH	SOLE	1 2
CENTRAL PARKING CORP	COM	154785109	11	1050 SH	DEFINED	1
					DEFINED	1
CENTURYTEL INC	COM	156700106	58	2100 SH	DEFINED	1
					DEFINED	1 2
		156700106	83	3000 SH	DEF/OTH	1
CERIDIAN CORP NEW	COM	156779100	319	22800 SH	DEFINED	1 5
CERTEGY INC	COM	156880106	261	10350 SH	DEFINED	1
					DEFINED	1 5
		156880106	3	100 SH	DEF/OTH	1
CHARLES RIVER LABS INTL	COM	159864107	176	6900 SH	DEFINED	1 5
CHARTER ONE FINL INC	COM	160903100	148	5364 SH	DEFINED	1 2
					DEFINED	1 5
		160903100	22	810 SH	DEF/OTH	1

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		160903100	388	14034 SH	SOLE	1 2
CHARTER MUNI MTG ACCEPT	COM	160908109	19	1081 SH	DEF/OTH	1
CHATEAU CMNTYS INC	COM	161726104	24	1250 SH	DEFINED	1
CHATTEM INC	COM	162456107	6	400 SH	DEFINED	1
		162456107	549	35704 SH	DEF/OTH	1
CHECKFREE CORP NEW	COM	162813109	3819	169900 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
CHEESECAKE FACTORY INC	COM	163072101	48	1475 SH	DEFINED	1
		163072101	65	2000 SH	DEFINED	1 5
					DEF/OTH	1
CHESAPEAKE ENERGY CORP	COM	165167107	24	3000 SH	DEFINED	1
CHEVRONTEXACO CORP	COM	166764100	41154	636571 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		166764100	9445	146087 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
					DEFINED	1
		166764100	3291	50909 SH	SOLE	1 2
CHICOS FAS INC	COM	168615102	8455	422735 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 5
					DEFINED	1 6
		168615102	12	600 SH	DEF/OTH	1
CHIRON CORP	COM	170040109	75	2000 SH	DEFINED	1
		170040109	9	238 SH	DEF/OTH	1
CHOICEPOINT INC	COM	170388102	441	13000 SH	DEFINED	1 5
CHUBB CORP	COM	171232101	9185	207254 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
		171232101	1419	32019 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
					DEFINED	1
		171232101	538	12150 SH	SOLE	1 2
CHURCH & DWIGHT INC	COM	171340102	209	6900 SH	DEFINED	1
					DEFINED	1 5

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CIENA CORP	COM	171779101	29	6700	SH	DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEF/OTH	1
		171779101	3	600	SH	DEF/OTH	1
		171779101	63	14450	SH	SOLE	1 2
CINCINNATI FINANCIAL CP	COM	172062101	498	14214	SH	DEFINED	1
						DEFINED	1
		172062101	6394	182308	SH	DEF/OTH	1
CINERGY CORP	COM	172474108	216	6409	SH	DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEF/OTH	1
		172474108	151	4501	SH	DEF/OTH	1
						DEF/OTH	1
		172474108	199	5900	SH	SOLE	1 2
CIRCUIT CITY STORES INC	COM	172737108	23	4500	SH	DEFINED	1 2
						DEFINED	1 5
		172737108	71	13650	SH	SOLE	1 2
CIRRUS LOGIC CORP	COM	172755100	23	11600	SH	DEFINED	1 5
CISCO SYSTEMS INC	COM	17275R102	38030	2929872	SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 5
						DEFINED	1 6
						DEF/OTH	1
						DEFINED	1
		17275R102	2801	215794	SH	DEF/OTH	1
						DEFINED	1
		17275R102	3629	279550	SH	SOLE	1 2
CINTAS CORP	COM	172908105	2439	74130	SH	DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 6
		172908105	790	24000	SH	DEF/OTH	1
CITIGROUP INC	COM	172967101	63989	1857450	SH	DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1
						DEFINED	1 2
						DEFINED	1 5
						DEFINED	1 5
						DEFINED	1 5
						DEFINED	1 6
						DEF/OTH	1
		172967101	3553	103126	SH	DEF/OTH	1
						DEFINED	1
						DEF/OTH	1
		172967101	6512	189029	SH	DEFINED	1
						SOLE	1 2
CITIZENS COMMUNICATIONS	COM	17453B101	79	7900	SH	DEFINED	1

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		17453B101	128	12864 SH	DEF/OTH	1
CITIZENS HOLDING CO	COM	174715102	376	24877 SH	DEFINED	1
CITY NATL CORP	COM	178566105	672	15300 SH	DEFINED	1 5
CLAIRES STORES INC	COM	179584107	3711	157200 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
CLAYTON HOMES INC	COM	184190106	269	24332 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
		184190106	11	1000 SH	DEF/OTH	1
CLEAR CHANNEL COMM	COM	184502102	2239	65998 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 6
		184502102	44	1300 SH	DEF/OTH	1
CLOROX CO	COM	189054109	7757	168000 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		189054109	277	6005 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
		189054109	344	7450 SH	SOLE	1 2
COACH INC	COM	189754104	521	13600 SH	DEFINED	1 5
COCA COLA CO	COM	191216100	46429	1146952 SH	DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 2
					DEFINED	1 5
					DEFINED	1 5
					DEFINED	1 6
		191216100	17574	434139 SH	DEF/OTH	1
					DEFINED	1
					DEF/OTH	1
					DEFINED	1
		191216100	3461	85500 SH	SOLE	1 2
COCA COLA ENTERPRISES	COM	191219104	377	20150 SH	DEFINED	1
		191219104	2881	154121 SH	DEF/OTH	1
COGNEX CORP	COM	192422103	2364	111600 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
COGNIZANT TECHNOLOGY	COM	192446102	2383	35400 SH	DEFINED	1
					DEFINED	1
					DEFINED	1 5
COLGATE-PALMOLIVE CO	COM	194162103	6624	121671 SH	DEFINED	1

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					DEFINED	1
					DEFINED	1
					DEFINED	1
					DEFINED	1 5
					DEFINED	1 6
		194162103	3522	64689 SH	DEF/OTH	1
					DEF/OTH	1
					DEFINED	1
COLONIAL BANCGROUP INC	COM	195493309	292	25988 SH	DEFINE"left">	

7

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Executive Officers

WILLIAM W. ABRAHAM (age 78) joined the Company in May 1977 as General Manager. He served as the Company's Vice President-Manufacturing and Engineering from June 1983 until October 1989. In November 1989 he was named Executive Vice President and in March 1993 he was named Senior Vice President of the Company. In May 2009, his title was changed to Vice President of Business Development. Mr. Abraham holds a B.S. degree in Industrial Management from Utica College of Syracuse University.

HEATHER L. COHEN (age 37) joined the Company in October 2001 as Associate Counsel, has served as Deputy General Counsel since March 2002 and as the Company's Secretary since March 2008. In June 2008, Ms. Cohen was also named the Vice President of Corporate Human Resources. Prior to joining the Company, Ms. Cohen was an Associate Attorney with the law firm Getnick Livingston Atkinson Gigliotti & Priore, LLP from 1998 to 2001. Ms. Cohen holds a B.A. in Political Science and Education from Colgate University and a J.D. from Emory University.

JOSEPH G. DARLING (age 52) joined the Company in May 2008 as President of CONMED Linvatec. Prior to joining the Company, Mr. Darling served as Senior Vice President & General Manager at Smith & Nephew, Inc. from September 2006 to April 2008 where he was a member of the executive leadership team for the sports medicine business unit within the Endoscopy division. Mr. Darling had previously held the position of Vice President, Worldwide Marketing at Smith & Nephew, Inc. from October 2005 to September 2006. Prior to Smith & Nephew, Mr. Darling served Baxter International, Inc. in a number of increasingly senior positions from May 1999 to October 2005. His final position at Baxter was Vice President, Marketing II and Integrated Delivery Network Sales within the Medication Delivery Systems division from November 2003 to October 2005. Additionally, Mr. Darling held a variety of senior sales and marketing positions with Abbott Laboratories Pharmaceutical Products Division and Wyeth-Ayerst Laboratories from 1983 to 1999. Mr. Darling holds a B.A. degree in Political Science from Syracuse University Maxwell School of Citizenship.

DANIEL S. JONAS (age 46) joined the Company as General Counsel in August 1998 and in addition became the Vice President-Legal Affairs in March 1999. From September 1999 through July 2005, Mr. Jonas assumed responsibility for certain of the Company's Regulatory Affairs and Quality Assurance Departments. In March 2003, Mr. Jonas also became responsible for the administration of the Company's ethics policy. Mr. Jonas is also a director and secretary of MedTech Association, Inc. Prior to his employment with the Company, Mr. Jonas was a partner with the law firm of Harter, Secrest & Emery, LLP in Syracuse from January 1998 to August 1998, having joined the firm as an Associate Attorney in 1995. Mr. Jonas holds an A.B. degree from Brown University and a J.D. from the University of Pennsylvania Law School.

GREGORY R. JONES (age 55) joined the Company in June 2008 as Vice President, Regulatory Affairs & Quality Assurance for the CONMED Linvatec business unit and became Vice President of Corporate Quality Assurance/Regulatory Affairs in February 2009. Prior to joining CONMED Linvatec, Mr. Jones was Senior Vice President, Regulatory Affairs & Quality Assurance and a member of the Executive Management team with Power Medical Interventions from November 2003 to May 2008. He was responsible for the development and implementation of PMI's worldwide regulatory and quality assurance strategies. Prior to joining PMI in that role, Mr. Jones spent 14 years from 1989 to 2003 in increasingly senior RA/QA management positions at Ethicon, a Johnson & Johnson Company, ultimately serving as the Worldwide Director, Regulatory Affairs & Quality Assurance for Ethicon's GYNECARE division from 2001 to 2003. Mr. Jones holds a B.A. degree in Sociology from Geneva College.

LUKE A. POMILIO (age 45) joined the Company as Controller in September 1995. Subsequently, Mr. Pomilio assumed additional responsibility for certain corporate functions including worldwide operations and select administrative functions. In May 2009, Mr. Pomilio was promoted to Vice President, Controller and Corporate General Manager. Prior to his employment with the Company, Mr. Pomilio was employed as a certified public accountant with Price Waterhouse LLP. Mr. Pomilio graduated with a B.S. degree in Accounting from Clarkson University.

ROBERT D. SHALLISH, Jr. (age 61) joined the Company as Chief Financial Officer (“CFO”) and Vice President-Finance in December 1989 and has also served as an Assistant Secretary since March 1995. Prior to this he was employed as Controller of Genographics Corporation in Syracuse, New York since 1984. He was employed by Price Waterhouse LLP as a certified public accountant from 1972 through 1984 where he most recently served as a senior manager. Mr. Shallish graduated with a B.A. degree in Economics from Hamilton College and holds a Master’s degree in Accounting from Syracuse University.

#### Senior Officers

TERENCE M. BERGE (age 40) joined the Company in June 1998 as Assistant Corporate Controller and has served as the Company’s Treasurer since March 2008. Prior to joining the Company, Mr. Berge was employed by Price Waterhouse LLP from 1991 through 1998 where he served most recently as an audit manager. Mr. Berge is a certified public accountant and holds a B.S. degree in Accounting from the State University of New York at Oswego.

MARK R. DONOVAN (age 47) joined the Company in May 1995 as Director, Physician Office Products. In January 1997 he joined the Corporate Sales team as a Corporate Sales Manager and in November 1997 transitioned into a marketing management role within the company’s Patient Care business unit. In January 2003, he served as the Company’s Director of Corporate Marketing and in July 2009 became Vice President, Endoscopic Technologies and Global Corporate Marketing. Mr. Donovan holds a B.S. degree in Business Administration from Le Moyne College.

DAVID R. MURRAY (age 62) joined the Company in July 2004 as the President of CONMED Electrosurgery. Mr. Murray was self-employed as a consultant to medical device businesses from 2001 through 2004, and served as the President and Chief Executive Officer of Cryogen, Inc. from 1996 through 2001. Mr. Murray holds a B.S. in Industrial Management from Purdue University, and an executive degree in Finance from the Wharton School of the University of Pennsylvania.

JOHN J. STOTTS (age 53) joined the Company as Vice President-Marketing and Sales for Patient Care in July 1993 and became Vice President-Marketing in December 1996. In January 2000, Mr. Stotts became Vice President - Marketing and Sales for Patient Care Products, a position now referred to as Vice President – Patient Care. Prior to his employment with the Company, Mr. Stotts served as Director of Marketing and Sales for Medtronic Andover Medical, Inc. Mr. Stotts holds a B.A. degree in Business Administration from Ohio University.

FRANK R. WILLIAMS (age 61) joined the Company in 1974 as Sales Manager and Director of Marketing and became Vice President-Marketing and Sales in June 1983. In September 1989, Mr. Williams was named Vice President-Business Development. In November 1995, he was named Vice President-Technology Assessment and in January 2000, was also named Vice President-Research and Development and Marketing for Minimally Invasive Surgical Products, a position now known as Vice President - Endosurgery. Mr. Williams graduated with a B.A. degree from Hartwick College in 1970 as a biology major and did his graduate study in Human Anatomy at the University of Rochester College of Medicine.

#### MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEES

During 2009, the full Board of Directors met six times in person or by telephone conference. Each director attended 100% of the total 2009 full board meetings.

The Board of Directors has a leadership structure with a Chairman, whose role is to set an agenda for meetings and to preside at the meetings of the full Board of Directors. The Board has also decided, for the time being, to spread the work of positions as chairs of the three (3) Board committees. The role of the Lead Independent Director is to preside at meetings of the independent directors, and to be a spokesperson for the independent directors both to the Chairman

and to the CEO, and, as appropriate, to shareholders and other stakeholders. The Board has opted to separate the roles of the Chairman and the CEO at this time, although the Board has not concluded that this is a fixed requirement, and the Board will reconsider this aspect of its leadership structure in the future when the Chairman decides to step down from his position.

The role of the Board of Directors with respect to oversight of risk is to review at least annually a risk management matrix maintained by management, with the CEO to inform the Board of any changes to the matrix during the course of the year, or to alert the Board to any significant risks or any risks requiring changes to the matrix during the course of the year as they arise.

## Board Committees:

The Company's Board of Directors currently has three standing committees: the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Current members of the individual committees are named below:

Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
Bruce F. Daniels, Chairman	Stuart J. Schwartz, Chairman	Stephen M. Mandia, Chairman
Jo Ann Golden	Bruce F. Daniels	Stuart J. Schwartz
Mark E. Tryniski	Stephen M. Mandia	Mark E. Tryniski

The Audit Committee consists of three independent directors. As more fully detailed in its charter, the Audit Committee is charged with (a) oversight of the Company's accounting and financial reporting principles, policies and internal accounting controls and procedures; (b) oversight of the Company's financial statements and the independent audit thereof; (c) nominating the outside independent registered public accounting firm to be proposed for shareholder approval; (d) evaluating and, where deemed appropriate, replacing the independent registered public accounting firm; (e) pre-approving all services permitted by law to be performed by the independent registered public accounting firm; (f) approving all related-party transactions; and (g) establishing procedures for (i) the receipt, retention and treatment of complaints by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Audit Committee has delegated its authority to pre-approve work by the independent registered public accounting firm and related party transactions to the Chairman of the Audit Committee, who is required to disclose any such pre-approvals at the Audit Committee's next meeting. The Audit Committee met nine times during 2009. All members of the Audit Committee attended every meeting. The current Audit Committee Charter is available in the corporate governance section of the Company's web site at (<http://www.conmed.com>) by first clicking on "INVESTORS" and then "CORPORATE GOVERNANCE". The charter is also available in print to any shareholder who requests it.

The Compensation Committee consists of three independent directors. As set forth in its charter the Compensation Committee is charged with reviewing and establishing levels of salary, bonuses, benefits and other compensation for the Company's officers. The Compensation Committee met ten times, in person or by phone during 2009, and voted once by unanimous written consent. All members of the Compensation Committee attended every meeting. The Compensation Committee, and the full Board of Directors, has determined the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company. Senior management's short-term incentives are balanced with longer-term incentives. Employees below the senior management level are provided annual incentives that are lower in relation to salary. The current Compensation Committee Charter is available in the corporate governance section of the Company's web site at (<http://www.conmed.com>) by first clicking on "INVESTORS" and then "CORPORATE GOVERNANCE". The charter is also available in print to any shareholder who requests it.

The Corporate Governance and Nominating Committee consists of three independent directors. As stated in its charter, the Corporate Governance and Nominating Committee is responsible for recommending individuals to the full Board of Directors for nomination as members of the Board of Directors, and for developing and recommending to the full Board of Directors a set of corporate governance principles. The Corporate Governance and Nominating

Committee will consider, but is not obligated to accept, shareholder recommendations for individuals to be nominated provided that such recommendations are submitted in writing to the Company's General Counsel within the time frame for Shareholder Proposals for the Annual Meeting. With respect to diversity, the Corporate Governance and Nominating Committee, as well as the full Board, believes that diversity should be considered with respect to experience in managing companies both public and private, in financial matters, in experience with United States and international business, and in the medical field. The Corporate Governance and Nominating Committee met four times during 2009. All members of the Corporate Governance and Nominating Committee attended every meeting. The current Corporate Governance and Nominating Committee Charter and Corporate Governance Principles are available in the corporate governance section of the Company's web site at (<http://www.conmed.com>) by first clicking on "INVESTORS" and then "CORPORATE GOVERNANCE". The charter is also available in print to any shareholder who requests it.

## AUDIT COMMITTEE REPORT

The role of the Audit Committee is to assist the Board of Directors in its oversight of the Company's financial reporting process. The Board of Directors, in its business judgment, has determined that all members of the Audit Committee are "independent", as required by applicable listing standards of the NASDAQ Stock Market, in that no member of the Audit Committee has received any payments, other than compensation for Board services, from the Company. Although not currently engaged professionally in the practice of auditing or accounting, the Audit Committee and Board of Directors have determined that Messrs. Daniels and Tryniski qualify as "audit committee financial experts" within the meaning of Section 407 of the Sarbanes-Oxley Act of 2002 and the implementing regulations. In addition, the Audit Committee and Board of Directors have determined that Ms. Golden, who is engaged professionally in the practice of auditing and accounting (although her service on the Board and on the Committee is not an engagement for the purpose of auditing or accounting), qualifies as an "audit committee financial expert" within the meaning of Section 407 of the Sarbanes-Oxley Act of 2002 and the implementing regulations. The Audit Committee operates pursuant to a Charter that was last amended and restated by the Board of Directors on March 17, 2004. A copy of the amended and restated charter was attached to the 2004 proxy statement and is available on the Company's web site.

Management is responsible for CONMED's internal controls, financial reporting process and compliance with laws and regulations. The independent registered public accounting firm is responsible for performing an integrated audit of CONMED's consolidated financial statements and of its internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB). The Audit Committee's responsibility is to monitor and oversee these processes, as well as to attend to the matters set forth in the amended and restated charter.

In this context, the Audit Committee met nine times during 2009 and held numerous discussions with management and with the independent registered public accounting firm, including executive meetings without management present. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee discussed with the independent registered public accounting firm matters required to be discussed by Statement on Auditing Standards Nos. 61 (as amended, as adopted by the PCAOB in Rule 3200T), 89 and 90 (Communication with Audit Committees).

CONMED's independent registered public accounting firm also provided to the Audit Committee the written disclosures and the letter required by the Public Accounting Oversight Board (Rule 3526, Communications with Audit Committees Concerning Independence) and discussed with PwC the firm's independence. In this regard, the Audit Committee has determined that the provision of non-audit services by the independent accountants is compatible with the auditor's independence in light of the nature and extent of permissible non-audit services provided to the Company.

Members of the Audit Committee rely without independent verification on the information provided to them and on the representations made by management and the independent registered public accounting firm. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal control and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not assure that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that the Company's auditors are in fact "independent."

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Based upon the Audit Committee's review and discussions referred to above, and subject to the limitations on the role and responsibilities of the Audit Committee referred to above and in the Charter, the Audit Committee recommended that the Board of Directors include the Company's audited consolidated financial statements in CONMED's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the Securities and Exchange Commission.

Submitted by the Audit Committee,

Bruce F. Daniels (Chair)  
Mark E. Tryniski

Jo Ann Golden



## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE REPORT

The role of the Corporate Governance and Nominating Committee is to recommend individuals to the Board for nomination as members of the Board and its committees and to develop and recommend to the Board a set of corporate governance principles applicable to the Company. The Board of Directors, in its business judgment, has determined that all members of the Corporate Governance and Nominating Committee are “independent,” as required by applicable listing standards of the Nasdaq Stock Market, in that no member of the Corporate Governance and Nominating Committee has received any payments, other than compensation for Board services, from the Company. The Corporate Governance and Nominating Committee operates pursuant to a Charter that was last amended and restated by the Board of Directors on February 29, 2004. A copy of the amended and restated charter is attached to the 2004 proxy statement and is available on the Company’s web site.

The Corporate Governance and Nominating Committee has no fixed process for identifying and evaluating potential candidates to be nominees. To date, the Corporate Governance and Nominating Committee has not retained the services of any third party to assist in the process of identifying or evaluating candidates, although this could change should circumstances warrant the services of a third party. Likewise, the Corporate Governance and Nominating Committee has no fixed set of qualifications that must be satisfied before a candidate will be considered. Rather, the Corporate Governance and Nominating Committee has opted to retain the flexibility to consider such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

The Committee may consider candidates proposed by management, but is not required to do so. As previously disclosed, the Corporate Governance and Nominating Committee will consider any nominees submitted to the Company by shareholders wishing to propose nominees for election as directors at the 2010 Annual Meeting, provided that the shareholders proposing any such nominees have adhered to specified advance notice procedures contained in the Company’s by-laws, a copy of which is available on request to the General Counsel of the Company, CONMED Corporation, 525 French Road, Utica, New York 13502 (Telephone (315) 797-8375).

Submitted by the Corporate Governance and Nominating Committee,

Stephen M. Mandia (Chair)  
Mark E. Tryniski

Stuart J. Schwartz

## SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Shareholders who wish to communicate with the Board of Directors may do so by sending correspondence to the attention of the General Counsel of the Company at 525 French Road, Utica, New York 13502 with a cover letter explaining that the correspondence is intended for the Board of Directors. At this time, no communications received by the Company in this manner will be screened, although this could change without prior notice. In addition, questions may be posed to directors during the question and answer period at the Annual Meeting of Shareholders. The Company has no formal policy requiring that directors attend the Annual Meeting of Shareholders, although the Company’s expectation is that all directors will attend absent exceptional circumstances. Historically, all directors have attended the Annual Meeting of Shareholders, and all were present at the 2009 Annual Meeting of Shareholders.

## ETHICS DISCLOSURE

The Company has adopted, as of March 31, 2003, an ethics program which applies to all employees, including senior financial officers and the principal executive officer. The ethics program is generally available through the "Investors" section of the CONMED Corporation web site (<http://www.conmed.com>), and is administered by the Company's General Counsel. The Program codifies standards reasonably necessary to deter wrongdoing and to promote honest and ethical conduct, avoidance of conflicts of interest, full, fair, accurate, timely and understandable disclosure, compliance with laws, prompt internal reporting of code violations and accountability for adherence to the code and permits anonymous reporting by employees to an independent third party, which will alert the Chair of the Audit Committee of the Board of Directors if and when it receives any anonymous reports. No waivers under the Ethics Program have been granted.

## PRINCIPAL ACCOUNTING FEES AND SERVICES

The aggregate fees and expenses billed by PricewaterhouseCoopers LLP for professional services rendered for the audit of the Company's annual financial statements for the years ended December 31, 2008 and December 31, 2009, for the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q for those years, for the audit of the Company's internal control over financial reporting as of December 31, 2008 and December 31, 2009, and all other audit related, tax consulting and other fees and expenses, are set forth in the table below.

Fee Summary	2009	2008
Audit Fees and Expenses:		
Audit of Annual Financial Statements and Interim Reviews	\$1,277,080	\$1,175,100
Audit of Internal Control over Financial Reporting	Included above	Included above
SEC Registration Statements	\$7,500	\$0
Total Audit Fees and Expenses	\$1,284,580	\$1,175,100
Audit Related:		
Advisory Services	\$0	\$252,500
Tax:		
Tax Compliance and Consulting Services	\$365,500	\$157,800
All Other:		
Research Service License	\$1,500	\$1,500
Total Fees and Expenses	\$1,651,580	\$1,586,900

The Audit Committee has adopted procedures requiring prior approval of particular engagements for services rendered by the Company's independent registered public accounting firm. Consistent with applicable laws, the Audit Committee has delegated its authority to pre-approve work by the independent registered public accounting firm and related party transactions to the Chairman of the Audit Committee, who is required to disclose any such pre-approvals at the Audit Committee's next meeting.

## COMPENSATION DISCUSSION AND ANALYSIS

The Company believes that compensation should be heavily influenced by the Company's financial performance. The objective of the compensation program is to provide a balance between incentivizing short and long-term performance, and to attract, motivate and retain executives. In particular, the executive compensation program is designed to reward improvements in earnings, sales and other financial metrics, as well as operating results and improvements in individual performance. Further, executive employment, advancement and compensation is contingent on demonstrating high ethical standards and compliance with governmental and regulatory standards. Competition for and retention of executives with the experience and qualifications to achieve our business goals are key considerations in the compensation program.

The current executive compensation is comprised of five components:

- Salary: a base salary is paid based on position;
- Non-Equity Incentive Plans: executive and senior officers participate in an annual cash-based Executive Incentive Plan, with payment generally based on achievement of corporate-wide or division-specific earnings-related objectives measured over the course of a particular year, paid in cash;
- Discretionary Bonuses: executive and senior officers may be awarded a discretionary bonus from time to time;
- Equity Compensation: equity compensation is awarded to align the interests of management with the interests of shareholders over the long term; and
- Retirement Benefits and Perquisites: the Company provides certain retirement benefits and perquisites that are deemed customary and necessary to attract and retain executive talent.

The components, or elements within a component, may change to adjust to the market competition for executive talent. There is no pre-established formula setting the relative weighting of these components.

The Compensation Committee is responsible for and oversees all aspects of compensation for executive and senior officers as well as certain other key employees. The Committee relies on certain executive officers, and the Chief Executive Officer in particular, to make recommendations on compensation levels. In addition, the Committee engaged the independent consulting firm of Towers Watson & Co. in 2009 to provide a compensation analysis for the role of the CEO and the CFO, as well as director fees, using the organization's executive compensation peer groups. Towers Watson & Co. provides no other consulting services to the Company. The findings are summarized below.

Title	Current Compensation Position Relative to Peer Group			
	Base Salary(1)	Target Total Cash Compensation (2)	Actual Total Cash Compensation (3)	Total Direct Compensation (4)
CEO	Between 25th & 50th percentile of market practice	Below 25th percentile of market practice (Between 25th & 50th percentile if including deferred compensation)	Below 25th percentile of market practice (Between 25th & 50th percentile if including deferred compensation)	Below 25th percentile of market practice (at 25th percentile if including deferred compensation)
CFO	Below 25th percentile of market practice	Below 25th percentile of market practice	Below 25th percentile of market practice	Below 25th percentile of market practice

- (1) Base salary was \$510,867 and \$266,452, respectively, for the CEO and CFO in 2009.
- (2) Base salary plus annual incentive target would be \$766,367 and \$399,678 for the CEO and CFO, respectively in 2009.
- (3) During 2009, the CEO and CFO received cash compensation equal to 2009 paid salary and 2008 annual incentive paid in 2009 of \$732,987 and \$382,301, respectively.
- (4) Total direct compensation is defined as base salary, annual incentive at target rate for 2009, deferred compensation and equity awards granted in 2009. Total direct compensation if an annual incentive were awarded for 2009 would be \$2,558,004 and \$530,833 for the CEO and CFO, respectively. Included in the CEO's direct compensation is \$765,616 in equity awards associated with his Amended and Restated Employment Agreement entered into on October 30, 2009.

Towers Watson & Co. also reviewed the market position of the equity compensation component of total direct compensation for the CEO and CFO based on 2009 grant levels. They reported this to be positioned well below the 50th percentile of the peer group for both positions.

The Compensation Committee reviews compensation for similar positions at other corporations within a designated peer group of companies that includes other public medical device companies. Some of the peer companies are larger and some smaller when measured with respect to revenues, net income, R&D expense, market capitalization, earnings per share, total shareholder

return and/or number of employees. The purpose of the review is to ensure that the Company's overall compensation levels, and the components thereof, are appropriate in light of the nature of the medical device business and the talent for which we compete. There is no fixed formula or percentile of market-established compensation levels which the Company strives to meet. The list of the companies reviewed in 2009 were: American Medical Holdings, Inc., Greatbatch Inc., Haemontetics Corporation, Integra Life Sciences Holdings Corporation, Masimo Corp., Mentor Corp., Orthofix International N.V., Resmed Inc., Steris Corporation and Wright Medical Group, Inc. In the course of the compensation analysis for the CEO and CFO roles presented by Towers Watson & Co., the Committee chose to add IDEXX Laboratories, Inc., and Sirona Dental Systems, Inc. to the peer group.

The Compensation Committee may revise the list of peer companies used for benchmarking purposes as appropriate for reasons including, but not limited to, changes in revenues, market capitalization, and the medical device industry so that the peer companies include those companies with whom we compete for executive talent. From time to time, we may revise the list of peer companies to focus on comparable medical device companies as well as to eliminate those companies that have since been privatized.

#### Salary

Base salary is an integral component of the total compensation program, and is intended to provide our executives with a stable source of compensation.

A named executive officer's (an "NEO") salary is initially established based upon an evaluation of the marketplace and the responsibilities of the NEO. Absent a promotion or some other unusual circumstance, salaries are reviewed once per year. Although there is no fixed formula used to select the amount of the increase, the criteria considered include the individual NEO's performance and responsibilities, the Company's performance and any increase in the cost of living, although no specific inflation index is used for this factor. In this review process, the Compensation Committee considers the recommendation of the CEO in reviewing and approving the base salaries of the executive and senior officers (other than the CEO) at a meeting of the Compensation Committee in the April/May time frame, with the final decisions made by the Compensation Committee and Board of Directors following the annual shareholders meeting in May.

Under the terms of the CEO's employment agreement, as amended as of October 31, 2006 and effective January 1, 2007, he is entitled to a specified minimum level of salary and deferred compensation that must be awarded to the CEO and under the terms of his employment agreement as amended as of October 31, 2006 and effective as of January 1, 2007. Those minimum amounts were \$450,000 in salary and \$150,000 in deferred compensation. In 2009, as a result of interim raises in salary, the base salary for the CEO, was increased by 2% from \$ \$500,850 to \$510,867. On October 30, 2009 the CEO's employment agreement was again amended to provide for a minimum salary not less than \$511,000 and deferred compensation of \$175,000 beginning January 1, 2010. The Company also increased the salaries of Mr. Shallish and Mr. Darling in May 2009 by 2%. Corresponding to an increase in responsibilities given to Mr. Pomilio and Mr. Johnson, their salaries where increased by 12.5%.

#### Non-Equity Incentive Plans

The performance goal and target bonus percentage for the Executive Incentive Plan are established in the first quarter of the year, with the approval of the Compensation Committee and the Board of Directors at the meeting typically held in late February or early March. For 2009, the performance goal for NEOs at a corporate level was \$1.04 earnings per share, net of unusual charges, credits and amortization of debt discount. The target bonus percentage for NEOs in 2009 with corporate-wide responsibility was 50% of base salary with the first 20% to held back and paid based on achieving 85% of the budgeted 2010 EPS target. The maximum incentive payment was two times the target bonus if 116% or more of the target performance goal was achieved. For Mr. Darling, the target bonus percentage

was 50% of base salary, with a maximum incentive payment of 100% if 105% of the target was achieved.

In 2009, there was no actual incentive earned by the NEOs.

For the NEOs at the Corporate level, the 2010 Executive Incentive Plan establishes a performance goal of \$1.20 earnings per share, net of unusual or extraordinary charges or credits and amortization of debt discount. This goal is consistent with the results of the Company's internal budget goals and the Company's guidance to investors after excluding

the additional amortization of debt discount required by recently issued Financial Accounting Standards Board ("FASB") guidance, and unusual costs, if any. Although last year's economy presented unique challenges for the entire healthcare industry, this target is based in part on the proactive cost-cutting actions initiated in 2009 which are anticipated to increase profitability in 2010. In addition, the improving business trends we have seen in the second half of 2009 should continue into 2010. The target bonus percentage for NEOs with corporate-wide responsibility in 2010 is 50% of base salary with the first 20% of any bonus earned to be paid based further on achieving 85% of the budgeted 2011 EPS goal (i.e., if earning a 50% bonus at a base salary of \$200,000, 30%, or \$60,000, will be paid for 2010 performance and the remaining 20%, or \$40,000, will only be paid if the 85% of the budgeted 2011 EPS goal is achieved). If at least 85% of the 2011 goal is not achieved, or if the NEO is no longer employed by the Company when the Form 10K for 2011 is filed, the 20% portion of the bonus held back from 2010 will be forfeited. Further, if there is a change in control, all amounts potentially due become vested. After reviewing the target percentages of peer companies, the Compensation Committee confirmed it was appropriate to continue with target percentage of 50% of base salary with a 20% holdback to reduce the risk of excessive focus on short-term results and encouraged retention. Further, the Compensation Committee determined that the minimum performance level for incentive pay was 100% achievement of the performance goal and the maximum incentive payment for NEOs would be two times the target bonus if achievement of 114% or more of the target performance goal was achieved. For Mr. Darling, the target bonus percentage is 50% of base salary, with a maximum incentive payment of 100% if 105% of the target is achieved.

#### Discretionary Bonus

The Committee also has the discretion, upon the recommendation of the CEO and certain executive officers, to review at year-end a business unit's actual results, and may consider certain mitigating factors, such as one-time costs or other unique events not contemplated at the time the goals were established. The Committee in such circumstances may also consider the need to attract and retain executive talent. In such instances, a discretionary bonus may be awarded to adjust for these factors. No NEOs were awarded a discretionary bonus in 2007, 2008 or 2009.

#### Equity Compensation

Equity compensation, in the form of stock options, SARs or RSUs, is awarded to align the interests of NEOs with those of shareholders, encourage long-term retention, and provide a counter-balance to the incentives offered by the Executive Incentive Plan which reward the achievement of comparatively short-term performance goals.

The Company's equity compensation awards generally provide for no shorter than five year vesting periods. The exercise price on all outstanding options and SARs is equal to the quoted fair market value of the stock at the date of grant. RSUs are valued at the market value of the underlying stock on the date of grant. Stock options, SARs and RSUs are generally non-transferable other than on death and expire ten years from date of grant. SARs are only settled in shares of the Company's stock.

Historically, the Committee has taken a two-tiered approach to equity compensation grants to NEOs whereby the CEO receives one level of annual grant of equity compensation and the remaining NEOs receive equal grants which are at a lower level than the CEO grant. This approach represents the Committee's belief that equity compensation should reflect a larger percentage of the CEO's overall compensation so that the CEO has greater incentive to focus on long-term growth and strategic positioning, as well as regulatory and ethics compliance. The Committee determines the amount of equity compensation for each NEO other than the CEO, based in part, on recommendations from the CEO in the April-May time frame, with all actual grants made at the Annual Shareholder Meeting to be effective on June 1st or the closest business day to this date for ease of administration. While there is no fixed formula for equity compensation grants, the Committee seeks to establish an appropriate balance between cash and non-cash compensation, short and long term incentives, at-risk compensation and the form of equity compensation. The



Committee generally prefers consistent annual RSU and SAR grants to the NEOs but will alter such amounts to rebalance or alter the components of compensation to the extent it is deemed necessary.

The June 1, 2009 equity grants to CEO and remaining NEOs were 25,000 RSUs and 62,500 SARs, and 4,000 RSUs and 10,000 SARs, respectively. These amounts were consistent with prior year grants and resulted in the following compensation balance which the Committee considered appropriate.

	Percentage Cash Compensation to Total Compensation (Salary and target bonus is cash compensation. Equity compensation is added to cash compensation for total)	Allocation of Equity Compensation Value between SARs and RSUs
CEO	32%	Approximately 50% each
O t h e r NEOs	75% to 79%	Approximately 50% each

In connection with the renewal of Mr. Corasanti's employment agreement on October 30, 2009, the Committee granted Mr. Corasanti 20,000 RSUs and 40,000 SARs. The grant amount was determined based on a desire to continue to emphasize the goal of alignment of compensation with company long-term performance, and in part to recognize that, based on the Towers Watson & Co. market compensation assessment, the CEO had received total direct compensation (base salary plus annual incentive plus the expected value of equity granted in 2009) of approximately \$210,000 less than the 25th percentile of peer companies in the last year for which information was available (and presumably a similar amount in past years although Towers Watson & Co. was not asked to analyze historical practice), and that the overall mix of compensation for the CONMED CEO was somewhat more heavily weighted toward cash than was the case with the peer companies the organization uses to benchmark executive pay.

#### Retirement Benefits

All employees in the United States, including the NEOs, are eligible to participate in the Retirement Pension Plan and Retirement Savings Plan. The following summary of the terms of these plans is qualified in its entirety by reference to the complete plan documents.

#### Retirement Pension Plan

As of January 1, 2004, the Aspen Laboratories, Inc. Retirement Plan ("Aspen Plan") and the Linvatec Corporation Income Plan ("Linvatec Plan") were merged with the CONMED Corporation Pension Plan "D" ("CONMED Plan") which was renamed the CONMED Corporation Retirement Pension Plan ("Retirement Plan"), a tax-qualified, defined benefit pension plan.

Under the Retirement Plan, upon the later of the attainment of age 65 or the completion of 5 years of participation, employees are entitled to annual pension benefits equal to the greater of: (a) 1.65% of a participant's average monthly compensation multiplied by years of benefit service with the product being reduced by 0.65% of a participant's monthly covered wages multiplied by years of benefit service (not to exceed 35) or (b) the benefit the participant would have been entitled to prior to December 31, 2003. Special plan provisions exist for early retirement, deferred retirement, death or disability prior to eligibility for retirement and lump sum benefit payments. A participant is 100% vested after five years of service. The participant may elect one of the following forms of payment: lump sum distribution for benefits earned through December 31, 2003, single life annuity or joint and survivor annuity.

For employees who met the eligibility requirements of the CONMED Plan as of December 31, 2003, the calculation of benefits under the Retirement Plan is the greater of (i) the benefit earned under the CONMED Plan as of December 31, 2003 or (ii) the benefit under the new formula provided by the Retirement Plan based on the date of retirement or other termination of employment.

For employees who met the eligibility requirements of the Linvatec Plan as of December 31, 2003, the calculation of benefits under the Retirement Plan is the greater of (i) the benefit earned under the Linvatec Plan as of December 31, 2003 or (ii) the benefit under the new formula provided by the Retirement Plan based on the date of retirement or other termination of employment.

For employees who met the eligibility requirements of the Aspen Plan as of December 31, 2003, the calculation of benefits under the Retirement Plan is the greater of (i) the benefit earned under the Aspen Plan as of December 31, 2003 or (ii) the benefit under the new formula provided by the Retirement Plan based on the date of retirement or other termination of employment.

As of May 14, 2009, pension accruals under the Retirement Plan were frozen and participants will not accrue any additional benefits after that date. Since the Retirement Plan requires participants to work 1,000 hours in a plan year before receiving service credit for the calendar year, it would be rare that any Participant will have accrued benefits in 2009. Therefore, for most, if not all, Participants' accrued benefits as of December 31, 2008, will be the actual benefit amount that will be frozen and the amount due upon retirement.

### Retirement Savings Plan

The Savings Plan is a tax-qualified retirement savings plan pursuant to which all employees are eligible after completing three months of service, including the NEO's who meet the Plan's requirements. A participant can contribute 1 to 50 percent (16% prior to January 1, 2002) of his or her annual compensation, as defined, up to the maximum annual limitations as provided by the Internal Revenue Code. The Company matches 50 percent of each participant's contribution up to a maximum of six percent of the participant's compensation. All employee contributions are fully vested upon contribution. All matching contributions vest upon completion of five years of service. During the second quarter of 2009, the Savings Plan was amended to allow for a 2009 discretionary employer contribution. The Company is making a discretionary contribution in 2010 for all eligible employees employed as of December 31, 2009 and certain employees retiring in 2009 equal to 3% of compensation as that term is defined in the Savings Plan.

### Perquisites

The Company also provides certain perquisites to the NEOs, to provide convenience and support services that the Company views as customary and necessary to attract, motivate and retain executive talent. These include car allowances (although in limited cases the Company has also leased the NEOs' cars directly), long-term care insurance and reimbursement of country club dues. These perquisites are discussed in more detail below in the footnotes to the Summary Compensation Table.

In the case of Mr. J. Corasanti, the Company is contractually obligated to reimburse certain legal or accounting fees and to provide payments to Mr. J. Corasanti in an amount sufficient to allow him to continue to pay the premiums due on a split-dollar life insurance policy. During 2009, \$47,654 was awarded to Mr. J. Corasanti, of which \$27,020 related to premium and \$20,634 was intended as a "gross-up" to reimburse Mr. J. Corasanti for the tax liability created by the payment.

### Employment Contracts

As a general matter, NEOs are employees at will and have no employment contracts. The exceptions to this general policy are the employment agreement for the CEO and the Change in Control severance agreements for all NEOs.

### CEO Employment Agreement

Consistent with the Company's compensation policy, the Board of Directors believes that compensation of Joseph J. Corasanti, the Company's Chief Executive Officer ("CEO"), should be heavily influenced by company performance, long-term growth and strategic positioning, as well as regulatory and ethics compliance. Therefore, although there is necessarily non-performance-based pay reflected in providing a salary to him, major elements of the compensation package are directly tied to the Company's performance, long-term growth and strategic positioning. Mr. J. Corasanti has an employment agreement with the Company, extending from January 1, 2000 through December 31, 2014 (the "CEO Employment Agreement"). This agreement was amended and restated as of November 12, 2004 whereby Mr. J. Corasanti began serving as the Chief Operating Officer of the Company and received an annual salary of not less than \$375,000. Mr. J. Corasanti also received deferred compensation of \$100,000 per year with interest at 10% per annum for payments accrued through December 31, 2004, with payments of \$125,000 to accrue in each year commencing December 31, 2005 with interest at two percent above prime per annum, payable upon his departure or retirement, or to his beneficiaries at death. This agreement was amended October 31, 2006 and became effective January 1, 2007 increasing the minimum base annual salary to \$450,000 and increasing the minimum award of deferred compensation

to \$150,000 per annum before interest in connection with Mr. J. Corasanti assuming the expanded role and responsibilities of CEO. During 2008, certain technical amendments were made to the CEO Employment Agreement, which were primarily intended to conform certain provisions to the requirements of Section 409A of the Code. The CEO Employment Agreement was again amended on October 30, 2009 to provide that the minimum base salary be not less than \$511,000, roughly equivalent to his then current salary, deferred compensation of \$175,000 beginning January 1, 2010, and reimbursement for a physical medical examination. Until this contract amendment, the CEO's deferred compensation has not been raised from \$150,000 since 2006.

Mr. J. Corasanti is entitled to participate in the Company's employee equity compensation plan and pension and other employee benefit plans and such bonus or other compensatory arrangements as may be determined by the Board of Directors. Mr. J. Corasanti is also entitled to be paid an amount sufficient after the payment of applicable taxes to permit him to purchase certain life insurance policies, as further described below. In the event that the Board of Directors should fail to re-elect Mr. J. Corasanti as CEO or should terminate his employment for reasons other than "just cause" (as defined in the CEO Employment Agreement), Mr. J. Corasanti will become entitled to receive a lump sum payment equal to the result of multiplying the greater of three or the number of years and fraction thereof then remaining in the term of employment by his base annual salary plus the average of the bonuses, deferred compensation and incentive compensation awarded to him during the three fiscal years prior to such early termination. He will also continue to receive other employment benefits, for the greater of three years or the balance of the CEO Employment Agreement's term. In the event of Mr. J. Corasanti's death or disability, Mr. J. Corasanti or his estate or beneficiaries will be entitled to receive 100% of his base annual salary and other employment benefits (other than deferred compensation) for the balance of the CEO Employment Agreement's term, and in the case of disability, he and his wife will be entitled to life and health insurance benefits for life. If, during the term of Mr. J. Corasanti's employment under the CEO Employment Agreement and within two years after a Change in Control, his employment with the Company is terminated by the Company, other than for Cause or by him for Good Reason (as such capitalized terms are defined in the Employment Agreement), Mr. J. Corasanti will be entitled to receive (a) a lump sum payment equal to three times the sum of (i) his base salary on the date of such termination or his base salary in effect immediately prior to the Change in Control, whichever is higher, plus (ii) the average of the bonuses, deferred compensation and incentive compensation awarded to him during the three years prior to such termination; (b) continued coverage under the benefit plans in which he participates for a period of three years from the date of such early termination; (c) a lump sum payment equal to the aggregate amount credited to his deferred compensation account; and (d) awards for the calendar year of such termination under incentive plans maintained by the Company as though any performance or objective criteria used in determining such awards were satisfied.

#### Change In Control Severance Agreements

As a general rule, the Company does not enter into separate severance or employment agreements other than with the Chief Executive Officer and the Vice Chairman. The Company, however, does have outstanding agreements with the NEOs with Corporate wide responsibility which provide that these NEOs will not, in the event of the commencement of steps to effect a Change in Control (defined generally as an acquisition of 25% or more of the outstanding voting shares or a change in a majority of the Board of Directors) voluntarily leave the employ of the Company until the potential Change in Control has been terminated or until a Change in Control has occurred.

In the event of a termination of the individual's employment other than for Cause (as defined in the agreement), or if the executive resigns for good reason (as is defined in the agreement), within two and one-half years of a Change in Control, the NEO is entitled to three years' salary and bonus (calculated as the largest bonus earned by the executive in the preceding three years), continuation of all medical, dental, accident, disability, long-term care and life insurance benefits or other fringe benefits for three years and a gross-up for any excise or other tax that may become due as a result of such Change in Control (to the extent that the amounts giving rise to the excise tax are greater than 10% of the "golden parachute" safe-harbor amount). In addition, all of the Company's equity compensation awards contain provisions that accelerate vesting upon a Change in Control, without subsequent termination of employment.

The Board of Directors of the Company may terminate any such agreement upon three years' prior written notice. The Board of Directors may also, at any time, terminate an agreement with respect to any NEO who is affiliated with any group seeking or accomplishing a Change in Control. During 2008, the Board of Directors approved technical amendments to the Change in Control Severance Agreements, which are primarily intended to conform certain

provisions to the requirements of Section 409A of the Code.

Mr. Darling has an Executive Severance Agreement (“Agreement”). This Agreement provides that upon a Change in Control of Linvatec Corporation where Mr. Darling does not retain the title of President and comparable responsibilities or is terminated without cause during the first eighteen months of such change in control, Mr. Darling is entitled to payment of his salary then in effect for eighteen months. If no change in control occurs, however Mr. Darling is terminated from Linvatec Corporation prior to May 1, 2010 without just cause, Mr. Darling is entitled to payment of his salary then in effect for twelve months.

### Split-Dollar Life Insurance

Prior to December 31, 2001, the Company had paid certain premiums associated with split-dollar life insurance policies with face amounts totaling \$2,500,000 for the benefit of Joseph J. Corasanti. The Company has not paid or accrued premiums since fiscal year 2001. Premiums paid by the Company in prior years are treated by the Company as a loan to Mr. J. Corasanti, and at December 31, 2009, the aggregate amount due the Company from Mr. J. Corasanti related to these split-dollar life insurance policies is \$279,740. This amount (and loans, if any, for future premiums) will be repaid to the Company on Mr. J. Corasanti's death and the balance of the policy will be paid to his estate or beneficiaries.

In connection with the enactment of the Sarbanes-Oxley Act of 2002 (the "Act") and the general prohibition against loans to officers, subject to an exception for certain pre-existing loan arrangements, the Board of Directors and management opted, as of October 2002, to stop making the premium payments which previously had been accounted for as loans pending further clarification of the regulations and interpretation of the Act. The policies for which the Company had previously been funding premium payments have cash balances sufficient to permit the payment of premiums. The Board of Directors and management may, however, elect to resume such payments if management and the Board of Directors conclude that the obligation to make such payments was maintained by the Company on the date of the enactment of the Act and was not materially modified pursuant to Section 402 of the Act and the implementing regulations, or if such payments are otherwise permitted.

### Tax Considerations

Section 162(m) of the Internal Revenue Code generally limits to \$1 million the tax deduction available to public companies for compensation paid to each the Chief Executive Officer and the three other most highly compensated executive officers, not including the Chief Financial Officer. Qualified performance-based compensation is excluded from the deduction limitation. The Company's Compensation Committee considers the implications of Section 162(m) in structuring and managing executive compensation. The Compensation Committee generally intends to maximize the tax deductibility of compensation, while it retains discretion to structure executive compensation in the best overall interests of the Company and award compensation that exceeds deductibility limitations if deemed appropriate.

### COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussion, we recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and is incorporated by reference into the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Submitted by the Compensation Committee,

Stuart J. Schwartz (Chair)  
Stephen M. Mandia

Bruce F. Daniels



## Summary Compensation Table

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option /SAR Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation (\$)	All Other Compensation (\$)	Total
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Joseph J. Corasanti, President, & Chief Executive Officer	2009	\$657,604	\$0	\$835,300	\$760,678	\$0	\$57,955	\$98,660	\$2,410,197
	2008	\$641,356	\$0	\$667,250	\$588,975	\$225,383	\$86,272	\$91,998	\$2,301,234
	2007	\$614,063	\$0	\$748,000	\$741,663	\$330,750	\$41,765	\$80,460	\$2,556,701
Robert D. Shallish, Jr., Chief Financial Officer and Vice President-Finance	2009	\$264,749	\$0	\$65,840	\$67,018	\$0	\$35,553	\$29,113	\$462,273
	2008	\$256,609	\$0	\$106,760	\$94,236	\$117,552	\$87,465	\$22,352	\$684,974
	2007	\$243,056	\$0	\$119,680	\$118,666	\$172,509	\$24,127	\$21,187	\$699,225
Joseph G. Darling – President CONMED Linvatec	2009	\$324,746	\$0	\$65,840	\$67,018	\$0	\$1,250	\$84,227	\$543,081
David A. Johnson –	2009	\$254,001	\$0	\$65,840	\$67,018	\$0	\$1,723	\$34,967	\$423,549

VP, Global Operations & Supply Chain (8)									
	2008	\$229,515	\$0	\$313,310	\$190,858	\$105,894	\$9,499	\$18,012	\$867,088

Luke A. Pomilio, Vice President – Corporate Controller	2009	\$254,039	\$0	\$65,840	\$67,018	\$0	\$9,729	\$31,230	\$427,856
	2008	\$232,047	\$0	\$106,760	\$94,236	\$106,032	\$30,640	\$22,296	\$592,011
	2007	\$218,707	\$0	\$119,680	\$118,666	\$155,602	\$2,817	\$17,299	\$632,771

(1) Salary reflects actual salary and deferred compensation earned during 2007, 2008 and 2009. Salary levels are adjusted annually following the Annual Shareholders meeting in May. Accordingly, salary levels listed in the Compensation Discussion and Analysis (the “CD&A”) may not match amounts actually paid during the course of the year.

(2) Other than Non-Equity Incentive Plan Compensation, there were no bonuses earned during 2007, 2008 and 2009.

(3) Amounts in this column reflect the grant date fair value of RSUs in accordance with Compensation – Stock Compensation Topic of the FASB ASC. The assumptions made in the valuation of these awards are set forth in Note 7,

(“Shareholders’ Equity”), to the Consolidated Financial Statements in Item 15 to Company’s 2009 Annual Report on Form 10-K (available at <http://www.conmed.com>).

(4) Amounts in this column reflect the grant date fair value of SARs in accordance with Compensation – Stock Compensation Topic of the FASB ASC. The assumptions made in the valuation of these awards are set forth in Note 7, (“Shareholders’ Equity”), to the Consolidated Financial Statements in Item 15 to the Company’s 2009 Annual Report on Form 10-K.

(5) Non-Equity Incentive Plan Compensation represents earnings under the Company’s Executive Incentive Plan as more fully described in the CD&A.

(6) Amounts in this column represent the increase in the actuarial value of defined benefit plans during 2007, 2008 and 2009 of the executive’s accumulated benefit under the CONMED Corporation Retirement Pension Plan. Actuarial value computations are based on the assumptions established in accordance with Compensation – Retirement Benefits Topic of the FASB ASC and discussed in Note 9, (“Employee Benefit Plans”), to the Consolidated Financial Statements in Item 15 to the Company’s 2009 Annual Report on Form 10-K. Mr. J. Corasanti’s pension value decreased \$971 during 2007 as a result of a change in the discount factor applied to the present value calculation. Pursuant to SEC regulations, this negative value is not reflected in the amounts shown in column (h).

In addition, Mr. J. Corasanti also earns deferred compensation as more fully described in the CD&A. This table reflects only that interest earned on deferred compensation amounts that are considered to be above-market. This above-market interest amounted to \$41,765, \$51,850 and \$45,659 for 2007, 2008 and 2009, respectively.

(7) All Other Compensation consists of the following: (i) company contributions, if any, to employee 401(k) plan accounts on the same terms offered to all other employees, (ii) payments relating to automobile leases and/or allowances, (iii) payments for supplemental long-term care insurance policies for J. Corasanti, R. Shallish, and L. Pomilio in 2007, 2008, and 2009 (iv) reimbursement for country club and/or other club membership fees for all NEOs in 2007 and 2008 and J. Corasanti, D. Johnson and L. Pomilio in 2009 (v) meeting fees of \$9,000 for J. Corasanti’s position as a Director of the Company and (vi) tax services for J. Corasanti. The amount attributable to each perquisite or benefit for each NEO does not exceed the greater of \$25,000 or 10% of the total amount of perquisites received by such NEOs, except as described below.

With respect to Mr. J. Corasanti, All Other Compensation also includes reimbursements for certain insurance policy premiums in the amount of \$27,020 in each of the years 2007, 2008 and 2009, and the related tax “gross-up” as provided for in his Amended and Restated Employment Agreement, which is further described in the CD&A. All other compensation does not include the costs for health insurance, long-term disability insurance, life insurance and other benefits generally available to other employees on the same terms as those offered to the officers listed above. With respect to Mr. Darling, All Other Compensation also includes reimbursement for relocation fees of \$63,504 in 2009.

(8) David A. Johnson resigned from the Company on March 30, 2010.



## Grants of Plan-Based Awards

The table below summarizes the estimated cash awards under the Non-Equity Incentive Plan as well as equity compensation granted during 2009. Information regarding the terms of these awards can be found under the headings “Non-Equity Incentive Plan” and “Equity Compensation” in CD&A.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#) (2)	All Other Option Awards: Number of Securities Underlying Option Awards (#) (3)	Exercise Price of Option Awards (\$/sh)	Grant Date of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)				
Joseph J. Corasanti	6/01/2009	-	-	-	-	-	-	-	62,500	\$16.46	\$418,863
	6/01/2009	-	-	-	-	-	-	25,000	-	-	\$411,500
	10/30/2009	-	-	-	-	-	-	-	40,000	\$21.19	\$341,816
	10/30/2009	-	-	-	-	-	-	20,000	-	-	\$423,800
	N/A	255,500	255,500	511,000	-	-	-	-	-	-	-
Robert D. Shallish, Jr.										\$16.46	\$ 67,018
	6/01/2009	-	-	-	-	-	-	-	10,000	-	\$ 65,840
	6/01/2009	-	-	-	-	-	-	4,000	-	-	-
	N/A	133,226	133,226	266,452	-	-	-	-	-	-	-
Joseph G. Darling										\$16.46	\$ 67,018
	6/01/2009	-	-	-	-	-	-	-	10,000	-	\$ 65,840
	6/01/2009	-	-	-	-	-	-	4,000	-	-	-
	N/A	163,200	163,200	326,400	-	-	-	-	-	-	-
David A. Johnson (4)										\$16.46	\$ 67,018
	6/01/2009	-	-	-	-	-	-	-	10,000	-	\$ 65,840
	6/01/2009	-	-	-	-	-	-	4,000	-	-	-
	N/A	132,368	132,368	264,735	-	-	-	-	-	-	-
Luke A. Pomilio										\$16.46	\$ 67,018
	6/01/2009	-	-	-	-	-	-	-	10,000	-	\$ 65,840
	6/01/2009	-	-	-	-	-	-	4,000	-	-	-
	N/A	132,540	132,540	265,079	-	-	-	-	-	-	-

- (1) Non-Equity Incentive Compensation represents earnings under the Company's Executive Incentive Plan. The threshold and target compensation represents 50% of the NEO's salary. The maximum compensation represents 100% of all NEO's salary. As disclosed in CD&A, the first 30% is payable after the 2009 year, the remaining 20% is dependent upon meeting 85% of the 2010 target. For the 2009 plan year, no payout occurred.
- (2) The amounts shown in column (i) represent the total RSUs awarded to the named executive officers. Such awards vest over a period of five years and are valued at the market price of the stock on the date of grant.
- (3) The amounts shown in column (j) represent the total number of SARs awarded to the NEOs. These awards vest over a period of five years.
- (4) David A. Johnson resigned from the Company on March 30, 2010.

## Outstanding Equity Awards at Fiscal Year-End

(a)	(b)	(c)	(d)			(e)	(f)	(g)	(h)		(i)	(j)	
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Awards			Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Stock Awards		Equity Incentive Plan Awards: Market or Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
			Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options				Market Value of Shares or Units of Stock That Have Not Vested (\$)	Number of Shares, Units or Other Rights That Have Not Vested (#)			
Joseph J. Corasanti	67,502	-	-	-	\$14.22	5/15/2011	-	-	-	-	-	-	
	42,187	-	-	-	\$21.01	12/18/2011	-	-	-	-	-	-	
	112,500	-	-	-	\$25.89	5/14/2012	-	-	-	-	-	-	
	125,000	-	-	-	\$17.74	5/20/2013	-	-	-	-	-	-	
	125,000	-	-	-	\$25.03	5/18/2014	-	-	-	-	-	-	
	125,000	-	-	-	\$31.40	5/17/2015	-	-	-	-	-	-	
	37,500	25,000(1)	-	-	\$19.93	5/16/2016	-	-	-	-	-	-	
	-	-	-	-	-	-	-	10,000(11)	\$228,000	-	-	-	-
	25,000	37,500(2)	-	-	\$29.92	5/17/2017	-	-	-	-	-	-	
	-	-	-	-	-	-	-	15,000(12)	\$342,000	-	-	-	-
	12,500	50,000(3)	-	-	\$26.69	6/1/2018	-	-	-	-	-	-	
	-	-	-	-	-	-	-	20,000(13)	\$456,000	-	-	-	-
	-	62,500(4)	-	-	\$16.46	6/1/2019	-	-	-	-	-	-	
	-	-	-	-	-	-	-	25,000(14)	\$570,000	-	-	-	-
	-	40,000(5)	-	-	\$21.19	10/30/2019	-	-	-	-	-	-	
-	-	-	-	-	-	-	20,000(15)	\$456,000	-	-	-	-	
Robert D. Shallish, Jr.	5,504	-	-	-	\$16.42	5/16/2010	-	-	-	-	-	-	
	4,502	-	-	-	\$9.17	10/11/2010	-	-	-	-	-	-	
	15,005	-	-	-	\$14.22	5/15/2011	-	-	-	-	-	-	
	15,000	-	-	-	\$25.89	5/14/2012	-	-	-	-	-	-	
	15,000	-	-	-	\$17.74	5/20/2013	-	-	-	-	-	-	
	10,000	-	-	-	\$25.03	5/18/2014	-	-	-	-	-	-	
	12,000	3,000(6)	-	-	\$31.40	5/17/2015	-	-	-	-	-	-	
	6,000	4,000(7)	-	-	\$19.93	5/16/2016	-	-	-	-	-	-	
	-	-	-	-	-	-	-	1,600(11)	\$36,480	-	-	-	-
	4,000	6,000(8)	-	-	\$29.92	5/17/2017	-	-	-	-	-	-	
	-	-	-	-	-	-	-	2,400(12)	\$54,720	-	-	-	-

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	2,000	8,000(9)	-	\$26.69	6/1/2018	-	-	-
	-	-	-	-	-	-	3,200(13)	\$72,960
	-	10,000(10)	-	\$16.46	6/1/2019	-	-	-
	-	-	-	-	-	-	4,000(14)	\$91,200
Joseph G. Darling	2,000	8,000(9)	-	\$26.69	6/1/2018	-	-	-
	-	-	-	-	-	-	6,000(20)	\$136,800
	-	10,000(10)	-	\$16.46	6/1/2019	-	-	-
	-	-	-	-	-	-	4,000(14)	\$91,200
David A. Johnson (21)	2,000	6,000(16)	-	\$23.32	12/27/2016	-	-	-
	-	-	-	-	-	-	6,000(18)	\$136,800
	2,000	8,000(17)	-	\$27.54	2/25/2018	-	-	-
	-	-	-	-	-	-	6,750(19)	\$153,900
	2,000	8,000(9)	-	\$26.69	6/1/2018	-	-	-
	-	-	-	-	-	-	3,200(13)	\$72,960
	-	10,000(10)	-	\$16.46	6/1/2019	-	-	-
	-	-	-	-	-	-	4,000(14)	\$91,200
Luke A. Pomilio	10,000	-	-	\$25.89	5/14/2012	-	-	-
	15,000	-	-	\$17.74	5/20/2013	-	-	-
	10,000	-	-	\$25.03	5/18/2014	-	-	-
	12,000	3,000(6)	-	\$31.40	5/17/2015	-	-	-
	6,000	4,000(7)	-	\$19.93	5/16/2016	-	-	-
	-	-	-	-	-	-	1,600(11)	\$36,480
	4,000	6,000(8)	-	\$29.92	5/17/2017	-	-	-
	-	-	-	-	-	-	2,400(12)	\$54,720
	2,000	8,000(9)	-	\$26.69	6/1/2018	-	-	-
	-	-	-	-	-	-	3,200(13)	\$72,960
	-	10,000(10)	-	\$16.46	6/1/2019	-	-	-
	-	-	-	-	-	-	4,000(14)	\$91,200



- (1) Scheduled to vest in equal installments of 12,500 shares per year on May 16, 2010, and May 16, 2011.
- (2) Scheduled to vest in equal installments of 12,500 shares per year on May 17, 2010, May 17, 2011 and May 17, 2012.
- (3) Scheduled to vest in equal installments of 12,500 shares per year on June 1, 2010, June 1, 2011, June 1, 2012 and June 1, 2013.
- (4) Scheduled to vest in equal installments of 12,500 shares per year beginning on June 1, 2010 and each June 1st thereafter through 2014.
- (5) Scheduled to vest in equal installments of 8,000 shares per year beginning on June 1, 2010 and each June 1st thereafter through 2014.
- (6) Scheduled to vest on May 17, 2010.
- (7) Scheduled to vest in equal installments of 2,000 shares per year on May 16, 2010 and May 16, 2011.
- (8) Scheduled to vest in equal installments of 2,000 shares per year on May 17, 2010, May 17, 2011 and May 17, 2012.
- (9) Scheduled to vest in equal installments of 2,000 shares per year on June 1, 2010, June 1, 2011, June 1, 2012 and June 1, 2013.
- (10) Scheduled to vest in equal installments of 2,000 shares per year on June 1, 2010 and each June 1st thereafter through 2014.
- (11) Scheduled to vest in equal installments of 5,000 units per year for Mr. J. Corasanti and 800 units per year for Mr. Shallish and Mr. Pomilio on May 16, 2010 and May 16, 2011.
- (12) Scheduled to vest in equal installments of 5,000 units per year for Mr. J. Corasanti and 800 units per year for Mr. Shallish and Mr. Pomilio on May 17, 2010, May 17, 2011 and May 17, 2012.
- (13) Scheduled to vest in equal installments of 5,000 units per year for Mr. J. Corasanti and 800 units per year for Mr. Shallish, Mr. Johnson, and Mr. Pomilio on June 1, 2010, June 1, 2011, June 1, 2012 and June 1, 2013.
- (14) Scheduled to vest in equal installments of 5,000 shares per year for Mr. J. Corasanti and 800 units per year for Mr. Shallish, Mr. Darling, Mr. Johnson, and Mr. Pomilio beginning on June 1, 2010 and each June 1st thereafter through 2014.
- (15) Scheduled to vest in equal installments of 4,000 shares per year beginning on June 1, 2010 and each June 1st thereafter through 2014.
- (16) Scheduled to vest in equal installments of 2,000 units per year on February 1, 2010, February 1, 2011 and February 1, 2012.
- (17) Scheduled to vest in equal installments of 2,000 units per year on February 25, 2010, February 25, 2011, February 25, 2012, and February 25, 2013.

- (18) Scheduled to vest in equal installments of 750 units per year on each February 1st from 2010 to 2017.

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(19) Scheduled to vest in equal installments of 750 units per year on each February 25th from 2010 to 2018.

(20) Scheduled to vest in equal installments of 1,500 units per year on June 1, 2010, June 1, 2011, June 1, 2012 and June 1, 2013.

(21) David A. Johnson resigned from the Company on March 30, 2010.

Option Exercises and Stock Vested

(a) Name	(b) Option Awards (1) Number of Shares Acquired On Exercise (#)	(c) Value Realized on Exercise (\$)(2)	(d) Stock Awards (3) Number of Shares Acquired on Vesting (#)	(e) Value Realized on Vesting (\$)(4)
Joseph J. Corasanti	37,501	\$183,141	15,000	\$225,600
Robert D. Shallish, Jr.	0	\$0	2,400	\$36,096
Joseph G. Darling	0	\$0	1,500	\$24,690
David A. Johnson (5)	0	\$0	2,300	\$35,991
Luke A. Pomilio	0	\$0	2,400	\$36,096

(1) Amount relates to stock option and SAR exercises during 2009.

(2) Calculated by multiplying the number of shares purchased by the difference between the exercise price and the market price of CONMED Corporation common stock on the date of exercise.

(3) Amount relates to the RSUs vested during 2009.

(4) Calculated by multiplying the number of shares vested by the market price of the CONMED Corporation common stock on the date of issuance.

(5) David A. Johnson resigned from the Company effective March 30, 2010.



## Pension Benefits

The table below shows the present value of accumulated benefits payable to each of the NEOs, including the number of years of service credited to each such NEO, under the CONMED Corporation Retirement Pension Plan determined using interest rate and mortality rate assumptions consistent with those used in the Company's financial statements. Information regarding the Retirement Pension Plan can be found under the heading "Retirement Pension Plan" in the CD&A.

(a) Name	(b) Plan Name	(c) Number of Years of Credited Service (#)	(d) Present Value of Accumulated Benefit (\$)	(e) Payments During the Last Fiscal Year (\$)
Joseph J. Corasanti	CONMED Corporation Retirement Pension Plan	15	\$144,882	\$0
Robert D. Shallish, Jr.	CONMED Corporation Retirement Pension Plan	18	\$479,693	\$0
Joseph G. Darling	CONMED Corporation Retirement Pension Plan	1	\$15,803	\$0
David A. Johnson	CONMED Corporation Retirement Pension Plan	2	\$20,722	\$0
Luke A. Pomilio	CONMED Corporation Retirement Pension Plan	12	\$114,632	\$0

## Non-Qualified Deferred Compensation (1)

The table below shows the Company contributions and aggregate earnings related to the deferred compensation. Deferred compensation is provided to Mr. J. Corasanti as described in his employment agreement. Refer to the section title "CEO Employment Agreement" in CD&A for further details.

(a) Name	(b) Executive Contributions in Last FY (\$)	(c) Registrant Contributions in Last FY (\$)	(d) Aggregate Earnings in Last FY (\$)	(e) Aggregate Withdrawals/ Distributions (\$)	(f) Aggregate Balance at Last FYE (\$)
Joseph J. Corasanti	\$0	\$150,000	\$127,186	\$0	\$1,801,051
Robert D. Shallish, Jr.	\$0	\$0	\$0	\$0	\$0
Joseph G. Darling	\$0	\$0	\$0	\$0	\$0
David A. Johnson	\$0	\$0	\$0	\$0	\$0

Luke A. Pomilio	\$0	\$0	\$0	\$0	\$0
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(1) Amount included above is payable over a period of up to 120 months with interest and includes annual contributions of \$150,000 for 2007, 2008, and 2009 and above market interest of \$41,765, \$51,850, and \$45,659 for 2007, 2008 and 2009, respectively, which were included in compensation in the respective years.

## Potential Payments on Termination or Change-in-Control

## Termination/No Change In Control

The table below represents the earnings Mr. J. Corasanti would receive if terminated on December 31, 2009 and no change in control had occurred. The table assumes the termination occurred without just cause (as defined in the CEO Employment Agreement). The table below also represents the earnings Mr. Darling would receive if terminated prior to May 1, 2010 without cause.

Name	Salary Continuation or Severance (\$)	Benefits or Perquisites (\$)	Pension Benefit (\$)	Enhanced Pension Benefit (\$)	Deferred Compensation (\$)	Accelerated Option/SAR Vesting (\$)	Accelerated RSU Vesting (\$)	Total
Joseph J. Corasanti (1)	\$4,816,508 (2)	\$1,296,050(3)	\$144,882(4)	\$0(5)	\$1,801,052(6)	\$165,215(7)	\$552,687(7)	\$8,776,394
Joseph G. Darling (8)	\$326,400	\$0	\$0	\$0	\$0	\$0	\$0	\$326,400

(1) Mr. Corasanti is entitled to earnings upon termination as defined in his employment agreement. If Mr. Corasanti were terminated with just cause, he would be entitled to salary and benefits through the end of the month of termination, payment of deferred compensation as defined in his employment agreement and an additional pro rata amount of such deferred compensation for the year of termination.

(2) Amount represents five multiplied by the sum of salary and the average of bonus, deferred compensation, and incentive compensation earned over the past three years.

(3) Amount includes the present value total of all life time benefits (including life and health insurance) and the present value of total perquisites for three years.

(4) Amount represents the accumulated pension benefit earned as of December 31, 2009.

(5) Effective May 14, 2009, the Retirement Pension Plan was frozen. No additional benefit will accrue after this date, therefore Mr. Corasanti is not entitled to any enhanced pension benefit. Refer to the heading "Retirement Pension Plan" in the CD&A for further information.

(6) Amount represents the undiscounted value of deferred compensation as of December 31, 2009. This amount would be payable over a period up to 120 months with interest.

(7) Reflects the increase in the present value of these awards resulting from the acceleration of the vesting date and elimination of the risk of forfeiture calculated in accordance with Internal Revenue Code Section 280G.

(8) Mr. Darling is entitled to earnings upon termination as defined in his Executive Severance Agreement. If Mr. Darling were terminated without just cause in the first two years of this Agreement, he would be paid 12 months of

his current salary.

All other NEOs are subject to the severance policy applicable to all eligible employees. This policy allows for 1½ weeks of severance pay for each year of service, not to exceed 26 weeks.

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## Termination/Change In Control

This table includes amounts payable as a result of a termination following a change in control. A change in control is defined generally as an acquisition of 25% or more of the outstanding voting shares or a change in a majority of the Board of Directors. Change in control benefits are provided in accordance with each NEO's Change in Control Agreement and in the case of Mr. Darling his Executive Severance Agreement.

Name	Salary Continuation or Severance (\$)	Benefits or Perquisites (\$)	Pension Benefit (\$)	Enhanced Pension Benefit (\$)	Deferred Compensation (\$)	Accelerated Option/SAR Vesting (\$) (7)	Accelerated RSU Vesting (\$) (7)	Section 280G Gross-Up (\$) (8)	Total
Joseph J. Corasanti (1)	\$4,816,508	\$1,296,050	\$144,882	\$0	\$1,801,052	\$165,215	\$552,687	\$3,726,493	\$12,502,887
Robert D. Shallish, Jr.	\$1,395,996 (2)	\$60,529 (3)	\$0	\$0	\$0	\$22,911	\$63,481	\$0	\$1,542,917
Joseph G. Darling (9)	\$489,600	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$489,600
David A. Johnson (10)	\$1,333,205 (2)	\$119,547 (3)	\$0	\$0	\$0	\$21,680	\$210,752	\$745,857	\$2,431,041
Luke A. Pomilio	\$1,281,749 (2)	\$110,129 (3)	\$0	\$0	\$0	\$22,911	\$63,481	\$0	\$1,478,270

(1) Mr. J. Corasanti would receive the same payments and benefits as if he were terminated without just cause according to his employment agreement, except he would also receive the Section 280G Gross-up. This is because the employment agreement has more favorable payments and benefits than his Change in Control Agreement and therefore supersedes the Change in Control Agreement.

(2) Amount represents highest annual non-equity incentive plan compensation earned over the past three completed fiscal years plus three multiplied by the sum of the highest salary earned over the past twelve months and highest annual non-equity incentive plan compensation earned over the past three completed fiscal years.

(3) Amount includes the present value of medical, dental, disability, long-term care (as applicable) and life insurance and total perquisites for three years.

(4) Amount represents the accumulated pension benefit earned by Mr. J. Corasanti as of December 31, 2009.

(5) Effective May 14, 2009, the Retirement Pension Plan was frozen. No additional benefit will accrue after this date, therefore Mr. Corasanti is not entitled to any enhanced pension benefit. Refer to the heading "Retirement Pension Plan" in the CD&A for further information.

- (6) Amount represents the undiscounted value of deferred compensation as of December 31, 2009 for Mr. J. Corasanti. This amount would be payable over a period up to 120 months with interest.

- (7) Reflects the increase in the present value of these awards resulting from the acceleration of the vesting date and elimination of the risk of forfeiture calculated in accordance with Section 280G of the Code.
- (8) Compensation and benefits in excess of three times compensation may be subject to a non-deductible 20% excise tax under Section 280G of the Code. To assure that the actual economic value of change in control benefits is equivalent for all participants, the program provides for a gross-up of this tax to the extent that the amounts giving rise to the excise tax are greater than 10% of the “golden parachute” safe-harbor amount. Amounts in this column estimate the tax gross-up assuming a change in control date of December 31, 2009 at a stock price of \$22.80 per share.

As noted in the table above, Mr. Shallish and Mr. Pomilio’s amounts payable did not include a gross-up amount. According to their Change in Control Severance Agreements, if the Executive were entitled to a gross-up payment, but the payments would not be subject to an excise tax if the payments were reduced by an amount that is less than 10% of the portion of payments that would be treated as “parachute payments” under Section 280G of the Code, then the amount payable to the Executive under the agreement would be reduced to the maximum amount that could be paid to the Executive without giving rise to the excise tax. Mr. Shallish and Mr. Pomilio’s “Salary Continuation or Severance” amounts would be reduced by \$93,396 and \$135,896 respectively, which would result in no excise tax being due and therefore no gross-up amount is payable.

- (9) Mr. Darling is entitled to earnings upon a change in control of CONMED Linvatec Corporation as defined in his Executive Severance Agreement. If CONMED Linvatec Corporation is sold or all assets are transferred and Mr. Darling’s title of President and comparable responsibilities were taken away upon such change in control, or Mr. Darling were terminated upon the change in control, Mr. Darling is entitled to payment of his salary then in effect for eighteen months.

- (10) David A. Johnson resigned from the Company on March 30, 2010.

#### Director Compensation

The Company uses a mix of cash and equity-based incentive compensation to attract and retain qualified candidates to serve on the Board of Directors. Director compensation consists of a mix of three components: (i) an annual retainer for non-executive directors; (ii) per-meeting fees which vary based on whether the meeting is a full Board of Directors meeting or a limited or so-called “phone” meeting, Committee membership and whether the director is a member of the Committee or the chair of the Committee; and (iii) equity compensation for non-employee directors.

Listed below are three tables showing: (i) the Director Fee Plan, which shows how directors are paid and how directors are expected to be paid in 2010 and thereafter following the Annual Shareholder Meeting; (ii) the Fees Paid to Directors, showing the amounts actually paid to directors in 2009 based on the Directors Fee Plan; and (iii) the Committee membership and structure of the Board of Directors.

Pursuant to the Company's Corporate Governance Principles, the Compensation Committee and the full Board of Directors review director fees every three years. During 2009, the Compensation Committee retained the independent consulting firm Towers Watson & Co. to perform a market analysis of director compensation compared to the Company's list of peer companies. This analysis showed that the Company's director fees were approximately 50% less than the 25th percentile of fees paid to peer companies. As a result, after consultation with management, the Board intends to increase director fees in stages over two years in the manner indicated below. These changes are expected to result in director compensation being below the median for the peer companies when the second stage of

the proposed director fee plan is implemented in 2011.

The Director Fee Plan shows the current compensation policy with respect to director fees, as well as the compensation policy the Company expects to implement following the 2010 Annual Shareholders Meeting for the directors elected at that time.

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		Existing Director Fee Plan	2010 (Proposed to be effective after the Shareholder Meeting)	2011 (Proposed to be effective after the Shareholder Meeting)
Annual Retainers (Paid Quarterly)	Directors (Non-Executive only)	\$25,000	\$40,000	\$45,000
	Lead Independent Director	\$25,000	\$50,000	\$60,000
	Chairman (None if executive officer)	\$50,000 (two times the director fee)	\$80,000 (two times the director fee)	\$90,000 (two times director fee)
	Audit Committee Chair	N/A	\$25,000	\$30,000
	Audit Committee Member	N/A	\$12,500	\$15,000
	Governance/ Compensation Chair	N/A	\$10,000	\$15,000
	Governance/ Compensation Committee Member	N/A	\$5,000	\$7,500
Equity	Non-employee directors only	1,000 RSUs 5 year vest	2,000 RSUs 1 year vest	3,000 RSUs 1 year vest
		2,500 SARs 5 year vesting	1,000 SARs 1 year vesting	1,000 SARs 1 year vesting
Per Meeting Fees	Board Chair	\$2,500 (in person) \$1,500 (by phone)	N/A N/A	N/A N/A
	Board Member	\$1,500 (in person) \$500 (by phone)	N/A N/A	N/A N/A
	Audit Committee			
	Chair	\$2,000	N/A	N/A
	Member	\$1,000	N/A	N/A
	Compensation Committee			
	Chair	\$1,000	N/A	N/A
	Member	\$500	N/A	N/A

Corporate  
Governance  
Committee

Chair	\$1,000	N/A	N/A
Member	\$500	N/A	N/A

## Cash Compensation Paid to Directors

For 2009, each non-executive director received an annual retainer of \$25,000 and the Chairman received a \$50,000 annual retainer. In addition, each board member received \$1,500 per meeting attended in person and \$500 per meeting attended by phone or a limited meeting. The Chairman received \$2,500 per meeting attended in person and \$1,500 per meeting attended by phone or a limited meeting. The Chairman of the Audit Committee received \$2,000 per meeting and its members received \$1,000 per meeting. The Chairmen of the Compensation Committee and the Corporate Governance and Nominating Committee each received \$1,000 per meeting and the respective committee members receive \$500 per meeting. Following the 2010 Annual Shareholder Meeting, the Directors will be paid in accordance with the above chart.

## Equity Compensation Awarded to Directors

Through 2009, each non-employee director received 1,000 RSUs and 2,500 SARs annually. This equity compensation vests at 20% per year but upon termination of service, if a director has completed one year of service, the RSUs and SARs will vest immediately. Subsequent to the 2010 Annual Shareholder Meeting, directors will receive 2,000 RSUs and 1,000 SARs in 2010 which vest in one year. In 2011, directors will receive 3,000 RSUs and 1,000 SARs, annually, which vest in one year.

(a) Name	(b) Fees Earned or Paid in Cash (\$)	(c) Stock Awards (\$)(1)	(d) Option Awards (\$)(2)	(e) Non-Equity Incentive Plan Compensation (\$)	(f) Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	(g) All Other Compensation (\$)	(h) Total (\$)
Eugene R. Corasanti	\$65,000	\$0	\$0	\$0	\$0	\$0	\$65,000
Joseph J. Corasanti	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Bruce F. Daniels	\$55,000	\$16,460	\$16,755	\$0	\$0	\$0	\$88,215
Jo Ann Golden	\$42,000	\$16,460	\$16,755	\$0	\$0	\$0	\$75,215
Stephen M. Mandia	\$42,500	\$16,460	\$16,755	\$0	\$0	\$0	\$75,715
Stuart J. Schwartz	\$46,000	\$16,460	\$16,755	\$0	\$0	\$0	\$79,215

Mark E. Tryniski	\$44,000	\$16,460	\$16,755	\$0	\$0	\$0	\$77,215
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(1) Amounts in this column reflect the grant date fair value of RSUs in accordance with Compensation – Stock Compensation Topic of the FASB ASC. The assumptions made in the valuation of these awards are set forth in Note 7, (“Shareholders’ Equity”), to the Consolidated Financial Statements in Item 15 to Company’s 2009 Annual Report on Form 10-K (available at <http://www.conmed.com>).

(2) Amounts in this column reflect the grant date fair value of SARs in accordance with Compensation – Stock Compensation Topic of the FASB ASC. The assumptions made in the valuation of these awards are set forth in Note 7, (“Shareholders’ Equity”), to the Consolidated Financial Statements in Item 15 to the Company’s 2009 Annual Report on Form 10-K.

(3) Below is a summary of the stock options & SARs and RSUs outstanding for non-employee Directors.



Name	Option Awards Outstanding (#)	Stock Awards Outstanding (#)
Bruce F. Daniels	12,000	2,400
Jo Ann Golden	12,000	2,400
Stephen M. Mandia	16,500	2,400
Stuart J. Schwartz	12,000	2,400
Mark E. Tryniski	7,500	2,400

#### Vice Chairman Employment Agreement

In addition to Mr. Eugene Corasanti's role as Chairman of the Board, the Company entered into an employment agreement with him effective January 1, 2007 pursuant to which he also serves as a Vice Chairman available to advise the Chief Executive Officer and to perform such other duties as required by the CEO and/or Board of Directors. Mr. E. Corasanti's salary is at least \$104,000 per year, and he also receives such equity compensation as may be granted by the Compensation Committee of the Board of Directors. Starting in 2007, Mr. E. Corasanti also began receiving the accrued deferred compensation benefit that he would otherwise have received had he retired as of December 31, 2006. The deferred compensation payout is being paid over ten years and is valued at \$4,863,307 as of December 31, 2009. In addition, Mr. E. Corasanti is entitled to certain benefits under his prior employment agreement, including health insurance, pension, disability and other benefits generally available to all Company employees, as well as the continuation of certain perquisites such as an automobile allowance, club memberships and life and health insurance benefits during Mr. E. Corasanti's life and the life of his wife.

Prior to December 31, 2001, the Company had paid all premiums on certain split-dollar life insurance policies with face amounts totaling \$1,647,269 for the benefit of Mr. E. Corasanti. The Company has not paid or accrued premiums since fiscal year 2001. Premiums paid by the Company in prior years are treated by the Company as a loan to Mr. E. Corasanti, and at December 31, 2009, the aggregate amount due the Company from Mr. E. Corasanti related to these split-dollar life insurance policies is \$281,272. This amount (and loans, if any, for future premiums) will be repaid to the Company on Mr. E. Corasanti's death and the balance of the policy will be paid to his estate or beneficiaries.

#### BOARD OF DIRECTORS INTERLOCKS AND INSIDER PARTICIPATION; CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company's Board of Directors, which is presently composed of Eugene R. Corasanti, Joseph J. Corasanti, Bruce F. Daniels, Jo Ann Golden, Stuart J. Schwartz, Stephen M. Mandia and Mark E. Tryniski establishes the

compensation plans and specific compensation levels for Joseph J. Corasanti directly (with Messrs. E. Corasanti and J. Corasanti abstaining) and for other executive officers through the Compensation Committee, and administers the Company’s equity incentive plans through the Compensation Committee. Eugene R. Corasanti is the Chairman of the Board of Directors. Joseph J. Corasanti, the President and Chief Executive Officer of the Company, also serves as a director of the Company, an officer of several of the Company’s subsidiaries and is the son of Eugene R. Corasanti.

The Company employs the following persons who are related to certain officers of the Company in the manner indicated below. Employees who are related to officers and/or directors whose total compensation is less than \$120,000 are not listed below.

Employee Name and Position	Officer(s) and/or Director(s) to whom Employee is Related	Relationship of Employee to Officer
David Corasanti, Marketing Manager, Endosurgery	Eugene R. Corasanti Joseph J. Corasanti	Son Brother
Alan Rust, Corporate Distribution Director	William W. Abraham	Son-in-law

Compensation for the above-referenced employees, consisting solely of salary and bonus, ranged from \$143,000 to \$151,000 during 2009.

During 2009, the Company made aggregate payments of \$44,400 to George A. Nole & Son, Inc., a construction company, in connection with certain renovations being made to the Company's headquarters in Utica, New York. The sole shareholder of George A. Nole & Son, Inc., a New York corporation, is Angelo Nole, who is the brother-in-law of Eugene R. Corasanti. The contracts were awarded following a competitive bidding process. This work was pre-approved pursuant to the procedures of the Audit Committee.

In March, 2003, the Audit Committee adopted a written charter specifying that it would pre-approve all transactions in which the Company is a participant and in which a related person has or will have a direct or indirect material interest, including without limitation any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships. The charter requirement was incorporated into a policy in November 2003 under which requests for pre-approvals can be submitted to the Chair of the Audit Committee for pre-approval, with the Chair to report any such pre-approvals at the next scheduled meeting of the Audit Committee. Under the policy, such related-person transactions must be approved or ratified by the Audit Committee. Further, any related-party transaction in which the projected spending is over \$50,000 requires management to secure competitive bids to ensure that any proposal is reasonable with respect to costs. The Committee may also determine that the approval or ratification of such transaction should be considered by all of the disinterested members of the Board. Related persons include any of our directors or executive officers and their family members.

In considering whether to approve or ratify any related-person transaction, the chair or Committee, as applicable, may consider all factors that they deem relevant to the transaction, including, but not limited to: the size of the transaction and the amount payable to or receivable from a related person; the nature of the interest of the related person in the transaction; the Company's prior dealings, if any, with the related party; whether the transaction may involve a conflict of interest; and whether the transaction involves the provision of goods or services to the Company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the Company as would be available in comparable transactions with or involving unaffiliated third parties.

To identify related-person transactions, at least once a year all directors and executive officers of the Company are required to complete questionnaires seeking, among other things, disclosure with respect to such transactions of which such director or executive officer may be aware.

#### INSURANCE FOR DIRECTORS AND OFFICERS

The Company has entered into directors' and officers' insurance policies with St. Paul Mercury Insurance Company, Federal Insurance Company, RSUI Group, Inc. and Liberty Mutual covering the period from March 31, 2009 through May 31, 2010 at a total cost of \$419,740 which covers directors and officers of the Company and its subsidiaries.

## ANNUAL REPORT

The annual report for the fiscal year ended December 31, 2009, including financial statements, is being furnished with this proxy statement to shareholders of record on March 31, 2010. The annual report does not constitute a part of the proxy soliciting material and is not deemed "filed" with the SEC.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of the Company's Common Stock as of March 31, 2010, by each shareholder known by the Company to be the beneficial owner of more than 5% of its outstanding Common Stock, by each director and nominee director, by each of the NEOs and by all directors and executive officers as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Eugene R. Corasanti (1)	420,439	1.38
Joseph J. Corasanti (2)	752,352	2.47
Bruce F. Daniels (3)	8,562	*
Joseph Darling (4)	3,103	*
Jo Ann Golden (5)	9,562	*
Stephen M. Mandia (6)	17,250	*
Luke A. Pomilio (7)	74,192	*
Stuart J. Schwartz (8)	9,275	*
Robert D. Shallish, Jr. (9)	109,421	*
Mark E. Tryniski (10)	5,500	*
Directors and executive officers as a group (14 persons) (11)	1,605,204	5.26
Heartland Advisors, Inc. (12)	1,708,100	5.60
789 North Water Street Milwaukee, WI 53202		
Artisan Partners Holdings LP (13)	1,818,000	5.96
875 East Wisconsin Ave. Suite 800 Milwaukee, WI 53202		
Dimensional Fund Advisors LP (14)	2,454,883	8.05
Palisades West, Building One 6300 Bee Cave Road Austin, TX 78746		
BlackRock, Inc. (15)	2,748,484	9.01
40 East 52nd Street New York, NY 10022		

Unless otherwise set forth above, the address of each of the above listed shareholders is c/o

CONMED Corporation, 525 French Road, Utica, New York 13502

- \* Less than 1%.

- (1) Includes 299,500 options and SARs exercisable within 60 days, and 5,200 RSUs vesting within 60 days. Also includes 8,787 shares owned beneficially by the wife of Eugene R. Corasanti. Eugene R. Corasanti disclaims beneficial ownership of these shares.
- (2) Includes 697,189 options and SARs, exercisable within 60 days, and 10,000 RSUs vesting within 60 days. Also includes 750 shares owned beneficially by the wife and 1,050 shares owned beneficially by the children of Joseph J. Corasanti. Joseph J. Corasanti disclaims beneficial ownership of these shares. Joseph J. Corasanti is the son of Eugene R. Corasanti.
- (3) Includes 7,000 options and SARs exercisable within 60 days and 400 RSUs vesting within 60 days. Also includes 562 shares owned beneficially by the wife of Bruce F. Daniels. Bruce F. Daniels disclaims beneficial ownership of these shares.
  - (4) Includes 2,000 SARs exercisable within 60 days.
  - (5) Includes 7,000 options and SARs exercisable within 60 days and 400 RSUs vesting within 60 days.
  - (6) Includes 11,500 options and SARs exercisable within 60 days and 400 RSUs vesting within 60 days.
  - (7) Includes 66,000 options and SARs exercisable within 60 days, and 1,600 RSUs vesting within 60 days.
  - (8) Includes 7,000 options and SARs exercisable within 60 days and 400 RSUs vesting within 60 days.
- (9) Includes 86,005 options and SARs exercisable within 60 days, and 1,600 RSUs vesting within 60 days. Also includes 1,217 shares owned beneficially by a trust in which Robert D. Shallish, Jr. is Trustee. Robert D. Shallish, Jr. disclaims beneficial ownership of these shares.
  - (10) Includes 2,500 SARs exercisable within 60 days, and 400 RSUs vesting within 60 days.
- (11) Includes 1,315,958 options and SARs exercisable within 60 days and 22,800 RSUs vesting within 60 days held by the Directors, NEOs and the executive officers of the Company. Such 1,338,758 shares are equal to approximately 4.39% of the Common Stock outstanding. As of March 31, 2010 the Company's directors and executive officers as a group (14 persons) are the beneficial owners of 266,446 shares which is approximately 0.87% of the Common Stock outstanding.
- (12) A Schedule 13G filed with the SEC by Heartland Advisors, Inc. on February 10, 2010 indicates beneficial ownership of 1,708,100 shares of Common Stock by virtue of having shared voting power over 1,707,500 shares of Common Stock and shared power to dispose of 1,708,100 shares of Common Stock in its role as investment advisors for certain funds.
- (13) A Schedule 13G filed with the SEC by Artisan Partners Holdings LP on February 11, 2010 indicate that Artisan Investment Corporation, Artisan Partners Limited Partnership, Artisan Investments GP LLC, ZFIC, Inc, Andrew A. Ziegler, and Carlene M. Ziegler beneficially own 1,818,000 shares of Common Stock by virtue of having shared voting power over 1,662,600 shares of Common Stock, and shared power to dispose of 1,818,000 shares of Common Stock in their role as investment advisors for certain funds.
- (14) An Amendment to a Schedule 13G filed with the SEC by Dimensional Fund Advisors LP on February 10, 2010 indicates beneficial ownership of 2,454,883 shares of Common Stock by virtue of having sole power to vote over 2,427,548 shares and sole power to dispose of 2,454,883 of Common Stock.
- (15) An Amendment to Schedule 13G filed with the SEC by BlackRock, Inc. on January 20, 2010 indicates beneficial ownership of 2,748,484 shares of Common Stock by virtue of having sole voting power over 2,748,484 shares of Common Stock and sole power to dispose of 2,748,484 shares of Common Stock in its role as investment advisor for certain funds.

On March 31, 2010, there were 925 shareholders of record of the Company's Common Stock.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Pursuant to regulations promulgated by the Securities and Exchange Commission, the Company is required to identify, based solely on a review of reports filed under Section 16(a) of the Securities Exchange Act of 1934, and furnished to the Company pursuant to Rule 16a-3(c) thereunder, each person who, at any time during its fiscal year ended December 31, 2009, was a director, officer or beneficial owner of more than 10% of the Company's Common Stock that failed to file on a timely basis any such reports. Based on such reports, the Company is not aware of any such failure to file on a timely basis any such reports by any such person that has not previously been disclosed, except as follows: (1) A Form 4 for David A. Johnson for a December 9, 2009 trade was not filed until February 9, 2010.

AMENDED AND RESTATED 2007 Non-Employee Director  
Equity Compensation Plan of CONMED Corporation

The Amended and Restated 2007 Non-Employee Director Equity Compensation Plan of CONMED Corporation (this “Plan”) is established to attract and retain highly qualified individuals who are not current or former employees of CONMED Corporation (the “Company”) as members of the Board of Directors of the Company and to enable them to increase their ownership in the common stock, par value \$0.01 per share, of the Company (the “Common Stock”). This Plan will be beneficial to the Company and its stockholders because it will allow these directors to have a greater personal financial stake in the Company through the ownership of the Common Stock, in addition to underscoring their common interest with stockholders in increasing the long-term value of the Common Stock.

Article 1. DEFINITIONS

“Award” means an award made pursuant to the Plan as described in Section 5.

“Award Agreement” means the written document by which each Award is evidenced.

“Board” means the Board of Directors of the Company.

“Certificate” means a stock certificate (or other appropriate document or evidence of ownership) representing shares of Common Stock.

“Code” means the Internal Revenue Code of 1986, as amended from time to time, and the applicable rulings and regulations thereunder.

“Committee” means the Compensation Committee of the Board of Directors, as described in Section 2.

“Exchange Act” means the Securities Exchange Act of 1934, as amended from time to time, and the applicable rules and regulations thereunder.

“Fair Market Value” means, with respect to a share of Common Stock on any day, the closing price of the Common Stock on the principal securities exchange on which the shares of Common Stock are then traded, or, if not traded, the price set by the Committee.

“Non-Employee Directors” has the meaning ascribed in Section 3.

“Prior Plan” means the 2007 Non-Employee Director Equity Compensation Plan.

Article 2. PLAN ADMINISTRATION

2.1 Committee. The Plan shall be administered by the Committee, which shall consist of at least two members of the Board of Directors who shall be appointed by, and shall serve at the pleasure of, the Board of Directors. Except as otherwise determined by the Board of Directors, the members of the Committee shall be “non-employee directors” under Rule 16b-3 of the Securities Exchange Act of 1934 (the “Exchange Act”); provided, however, that the failure of the Committee to be so comprised shall not cause any Award to be invalid. The Committee may delegate any of its



powers under the Plan to a subcommittee of the Committee (which hereinafter shall also be referred to as the Committee).

2.2 Authority. The Committee shall have complete control over the administration of the Plan and shall have the authority in its sole discretion to (i) exercise all of the powers granted to it under the Plan, (ii) construe, interpret and implement the Plan and all Award Agreements, (iii) prescribe, amend and rescind rules and regulations relating to the Plan, including rules governing its own operations, (iv) make all determinations necessary or advisable in administering the Plan, (v) correct any defect, supply any omission and reconcile any inconsistency in the Plan, (vi) amend the Plan to reflect changes in applicable law, (vii) grant Awards and determine who shall receive

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Awards, (viii) amend any outstanding Award Agreement to accelerate the time or times at which the Award becomes vested, unrestricted or may be exercised, or to waive or amend any goals, restrictions or conditions set forth in such Award Agreement, or reflect a change in the grantee's circumstances, and (ix) determine whether, to what extent and under what circumstances and method or methods (A) Awards may be (1) settled in cash, shares of Common Stock, other securities, other Awards or other property, (2) exercised or (3) canceled, forfeited or suspended (including, without limitation, canceling underwater stock appreciation rights without any payment to the grantee), (B) shares of Common Stock, other securities, other Awards or other property and other amounts payable with respect to an Award may be deferred either automatically or at the election of the grantee thereof or of the Committee and (C) Awards may be settled by the Company, any of its subsidiaries or affiliates or any of its or their designees. Other than as provided in Section 4(b), the Committee shall not be permitted to reduce the reference price of a stock appreciation right after such Award has been granted.

2.3 **Actions.** Actions of the Committee may be taken by the vote of a majority of its members present at a meeting (which may be held telephonically). Any action may be taken by a written instrument signed by a majority of the Committee members, and action so taken shall be fully as effective as if it had been taken by a vote at a meeting. The determination of the Committee on all matters relating to the Plan or any Award Agreement shall be final, binding and conclusive. The Committee may allocate among its members and delegate to any person who is not a member of the Committee any of its administrative responsibilities.

2.4 **Board Authority.** Notwithstanding anything to the contrary contained herein, the Board may, in its sole discretion, at any time and from time to time, grant Awards or administer the Plan. The Board shall have all of the authority and responsibility granted to the Committee herein.

2.5 **No Liability.** No member of the Board or the Committee or any employee of the Company or its subsidiaries or affiliates (each such person, a "Covered Person") shall have any liability to any person (including any grantee) for any action taken or omitted to be taken or any determination made in good faith with respect to the Plan or any Award. Each Covered Person shall be indemnified and held harmless by the Company against and from (i) any loss, cost, liability or expense (including attorneys' fees) that may be imposed upon or incurred by such Covered Person in connection with or resulting from any action, suit or proceeding to which such Covered Person may be a party or in which such Covered Person may be involved by reason of any action taken or omitted to be taken under the Plan or any Award Agreement and (ii) any and all amounts paid by such Covered Person, with the Company's approval, in settlement thereof, or paid by such Covered Person in satisfaction of any judgment in any such action, suit or proceeding against such Covered Person, provided that the Company shall have the right, at its own expense, to assume and defend any such action, suit or proceeding and, once the Company gives notice of its intent to assume the defense, the Company shall have sole control over such defense with counsel of the Company's choice. The foregoing right of indemnification shall not be available to a Covered Person to the extent that a court of competent jurisdiction in a final judgment or other final adjudication, in either case not subject to further appeal, determines that the acts or omissions of such Covered Person giving rise to the indemnification claim resulted from such Covered Person's bad faith, fraud or willful criminal act or omission. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which Covered Persons may be entitled under the Company's Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any other power that the Company may have to indemnify such persons or hold them harmless.

### Article 3. ELIGIBILITY

All members of the Board who are not current or former employees of the Company or any of its subsidiaries ("Non-Employee Directors") are eligible to participate in this Plan.

### Article 4. SHARES AVAILABLE

4.1 Number of Shares Available. Subject to adjustment pursuant to Section 4(b), the total number of shares of Common Stock which may be delivered pursuant to Awards granted under the Plan shall not exceed 125,000 shares plus the number of shares of Common Stock that remain available for issuance under the Prior Plan as of the effective date of this Plan. No further grants may be made under the Prior Plan after the effective date of this Plan. If any Award under this Plan (or any award granted under the Prior Plan) is forfeited or otherwise terminates or is canceled without the delivery of shares of Common Stock or shares of Common Stock are surrendered or withheld from any Award under this Plan (or any award granted under the Prior Plan) to satisfy a

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grantee's income tax or other withholding obligations, then the shares covered by such forfeited, terminated or canceled Award (or award under the Prior Plan) or which are equal to the number of shares surrendered or withheld shall become available to be delivered pursuant to Awards granted or to be granted under this Plan. Shares of Common Stock which may be delivered pursuant to Awards may be authorized but unissued Common Stock or authorized and issued Common Stock held in the Company's treasury or otherwise acquired for the purposes of the Plan.

4.2 **Recapitalization Adjustment.** In the event that any dividend or other distribution (whether in the form of cash, shares of Common Stock, other securities, or other property), recapitalization, forward or reverse stock split, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange, liquidation, dissolution or other similar corporate transaction or event affects the Common Stock such that the failure to make an adjustment to an Award would not fairly protect the rights represented by the Award in accordance with the essential intent and principles thereof, then the Committee shall, in such manner as it may determine to be equitable in its sole discretion, adjust any or all of the terms of an outstanding Award (including, without limitation, the number of shares of Common Stock covered by such outstanding Award, the type of property to which the Award is subject and the reference price of such Award).

## Article 5. TYPES OF AWARDS

### 5.1 Stock Appreciation Rights.

(a) **Grant.** The Committee may grant stock appreciation rights in reference to shares of Common Stock, in such amounts and subject to such terms and conditions as the Committee may determine. The form, terms and conditions of each stock appreciation right shall be determined by the Committee and shall be set forth in an Award Agreement. Such terms and conditions may include, without limitation, provisions relating to the vesting and exercisability of such stock appreciation rights as well as the conditions or circumstances upon which such stock appreciation rights may be accelerated, extended, forfeited or otherwise modified.

(b) **Price.** The price referenced by each stock appreciation right shall be fixed by the Committee at the time such Award is granted, but in no event shall it be less than the Fair Market Value of a share of Common Stock on the date on which the Award is granted. Such exercise price shall thereafter be subject to adjustment pursuant to Section 4(b) hereof.

(c) **Exercise.** After receiving notice from the grantee of the exercise of a stock appreciation right for which payment will be made by the Company partly or entirely in shares of Common Stock, the Company shall, subject to the provisions of the Plan or any Award Agreement, deliver the shares of Common Stock.

(d) **Duration.** The duration of any stock appreciation right granted under this Plan shall be for a period fixed by the Committee but shall in no event be more than ten (10) years.

5.2 **Restricted Stock Units.** The Committee may grant Awards of restricted stock units in such amounts and subject to such terms and conditions as the Committee shall determine. A grantee of a restricted stock unit will have only the rights of a general unsecured creditor of the Company until delivery of shares of Common Stock, cash or other securities or property is made as specified in the applicable Award Agreement. On the delivery date, the grantee of each restricted stock unit not previously forfeited shall receive one share of Common Stock, or cash, securities or other property equal in value to a share of Common Stock or a combination thereof, as specified by the Committee.

5.3 **Award Agreements.** Each Award granted under the Plan shall be evidenced by an Award Agreement which shall contain such provisions and conditions as the Committee deems appropriate. By accepting an Award pursuant to

the Plan, a grantee thereby agrees that the Award shall be subject to all of the terms and provisions of the Plan and the applicable Award Agreement.

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Article 6. AWARD GRANTS

6.1 Automatic Annual Grants. Each year on the first business day following the Company's Annual Meeting of Stockholders (the "Annual Meeting"), each individual elected, reelected or continuing as a Non-Employee Director shall automatically receive stock appreciation rights covering 2,500 shares of Common Stock and 1,000 restricted stock units; provided, however, that the grant after the 2010 Annual Meeting shall be stock appreciation rights covering 1,000 shares of Common Stock and 2,000 restricted stock units and the grant after the 2011 Annual Meeting and subsequent Annual Meetings shall be stock appreciation rights covering 1,000 shares of Common Stock and 3,000 restricted stock units. In each case, such Awards shall vest no earlier than the first anniversary of such date (provided that such Awards may be subject to additional restrictions as contained in an Award Agreement). 1 Such stock appreciation rights shall have a reference price equal to the Fair Market Value of a share of Common Stock on the date of grant.

6.2 Grants to Newly Appointed Non-Employee Directors. The Board may make other grants of Awards to Non-Employee Directors who are appointed to the Board outside of the context of an election at the Company's Annual Meeting of Stockholders (grants under this Section 6(b) shall only be in connection with such appointment).

Article 7. TERMINATION OF SERVICE

Upon termination of service as a Non-Employee Director, such grantee's Awards of stock appreciation rights which are vested shall be exercisable at any time prior to the expiration date of the stock appreciation rights or within one year after the date of such termination, whichever is the shorter period. Upon termination of service as a Non-Employee Director, the shares of Common Stock underlying such grantee's Awards of restricted stock units which are then vested shall be delivered to the grantee. Unless otherwise specified in an Award Agreement, any unvested stock appreciation rights or restricted stock units shall terminate upon the termination of a grantee's service as a Non-Employee Director.

Article 8. NO RIGHTS AS A SHAREHOLDER

No grantee of an Award (or other person having rights pursuant to an Award) shall have any of the rights of a shareholder of the Company with respect to shares of Common Stock subject to an Award until the delivery of such shares. Except as otherwise provided in Section 4(b), no adjustments shall be made for dividends or distributions (whether ordinary or extraordinary, and whether in cash, Common Stock, other securities or other property) on, or other events relating to, shares of Common Stock subject to an Award for which the record date is prior to the date such shares are delivered.

Article 9. AMENDMENT OF THIS PLAN

The Board may from time to time suspend, discontinue, revise or amend the Plan in any respect whatsoever, provided, however, that, no amendment shall materially adversely affect a grantee without such person's prior written consent.

Article 10. TAX WITHHOLDING

If the Company shall be required to withhold any amounts by reason of a federal, state or local tax laws, rules or regulations in respect of any Award, the Company shall be entitled to deduct or withhold such amounts from any payments (including, without limitation shares of Common Stock which would otherwise be issued to the grantee pursuant to the Award; provided that, to the extent desired for GAAP purposes, such withholding shall not exceed the statutory minimum amount required to be withheld) to be made to the grantee.

Article 11. REQUIRED CONSENTS AND LEGENDS

If the Committee shall at any time determine that any consent (as hereinafter defined) is necessary or desirable as a condition of, or in connection with, the granting of any Award, the delivery of shares of Common Stock or the delivery of any cash, securities or other property under the Plan, or the taking of any other action thereunder (each such action being hereinafter referred to as a “plan action”), then such plan action shall not be taken, in whole or in part, unless and until

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1 The one-year cliff vesting would be set forth in the Award Agreement.  
Note:

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such consent shall have been effected or obtained to the full satisfaction of the Committee. The Committee may direct that any Certificate evidencing shares delivered pursuant to the Plan shall bear a legend setting forth such restrictions on transferability as the Committee may determine to be necessary or desirable, and may advise the transfer agent to place a stop order against any legended shares. The term “consent” as used herein with respect to any plan action includes (a) any and all listings, registrations or qualifications in respect thereof upon any securities exchange or under any federal, state, or local law, or law, rule or regulation of a jurisdiction outside the United States, (b) any and all written agreements and representations by the grantee with respect to the disposition of shares, or with respect to any other matter, which the Committee may deem necessary or desirable to comply with the terms of any such listing, registration or qualification or to obtain an exemption from the requirement that any such listing, qualification or registration be made, (c) any and all other consents, clearances and approvals in respect of a plan action by any governmental or other regulatory body or any stock exchange or self-regulatory agency, (d) any and all consents by the grantee to (i) the Company’s supplying to any third party recordkeeper of the Plan such personal information as the Committee deems advisable to administer the Plan, (ii) the Company, or its applicable subsidiary or affiliate, deducting amounts from the grantee’s wages, or another arrangement satisfactory to the Committee, to reimburse the Company, or its applicable subsidiary or affiliate, for advances made on the grantee’s behalf to satisfy certain withholding and other tax obligations in connection with an Award and (iii) the Company imposing lockup conditions, sales and transfer procedures and restrictions and hedging restrictions on shares of Common Stock delivered under the Plan and (e) any and all consents or authorizations required to comply with, or required to be obtained under, applicable local law or otherwise required by the Committee. Nothing herein shall require the Company to list, register or qualify the shares of Common Stock on any securities exchange.

#### Article 12. RIGHT OF OFFSET

The Company and its subsidiaries and affiliates shall have the right to offset against its obligation to deliver shares of Common Stock (or other property or cash) under the Plan or any Award Agreement any outstanding amounts the grantee then owes to the Company or its subsidiaries or affiliates.

#### Article 13. NONASSIGNABILITY

Except to the extent otherwise expressly provided in the applicable Award Agreement, no Award (or any rights and obligations thereunder) granted to any person under the Plan may be sold, exchanged, transferred, assigned, pledged, hypothecated, fractionalized, hedged or otherwise disposed of (including through the use of any cash-settled instrument), whether voluntarily or involuntarily, other than by will or by the laws of descent and distribution, and all such Awards (and any rights thereunder) shall be exercisable during the life of the grantee only by the grantee or the grantee’s legal representative. Notwithstanding the preceding sentence, the Committee may permit, under such terms and conditions that it deems appropriate in its sole discretion, a grantee to transfer any Award to any person or entity that the Committee so determines. Any sale, transfer, assignment, pledge, hypothecation, fractionalization, hedge or other disposition in violation of the provisions of this Section 13 shall be void. All of the terms and conditions of this Plan and the Award Agreements shall be binding upon any such permitted successors and assigns.

#### Article 14. COMPLIANCE WITH SEC REGULATIONS

It is the Company’s intent that the Plan comply in all respects with Rule 16b-3 under the Exchange Act. If any provision of the Plan is later found not to be in compliance with such Rule, the provision shall be deemed null and void. All actions with respect to Awards under the Plan shall be executed in accordance with the requirements of Section 16 of the Act, as amended, and any regulations promulgated thereunder. To the extent that any of the provisions contained herein do not conform with Rule 16b-3 of the Exchange Act or any amendments thereto or any successor regulation, then the Committee may make such modifications so as to conform the Plan and any Awards granted thereunder to the Rule’s requirements.



Article 15. CHANGE IN CONTROL

15.1 In the event of a Change in Control, as hereinafter defined, (i) each stock appreciation right shall be deemed fully vested and exercisable, (ii) the restrictions applicable to all restricted stock units shall lapse and such restricted stock units shall be deemed fully vested, (iii) all performance conditions shall be deemed satisfied in full, and (iv) all restricted stock units shall be paid in cash if so specified by the Committee. The amount of any cash payment in respect of a restricted stock unit shall be equal to: (A) in the event the Change in Control is the result of a tender offer or exchange offer for Common Stock, the final offer price per share paid for the Common

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Stock or (B) in the event the Change in Control is the result of any other occurrence, the aggregate per share value of Common Stock as determined by the Committee at such time. The Committee may, in its discretion, include such further provisions and limitations in any agreement documenting such Awards as it may deem equitable and in the best interests of the Company.

15.2 A “Change in Control” shall mean the occurrence of any one of the following events: (i) any “person” (as such term is defined in Section 3(A)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act) is or becomes a “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing 25% or more of the combined voting power of the Company’s then outstanding securities eligible to vote for the election of the Board (the “Company Voting Securities”); provided, however, that the event described in this clause (i) shall not be deemed to be a Change in Control by virtue of any of the following acquisitions: (A) by the Company or any of its subsidiaries, (B) by any employee benefit plan sponsored or maintained by the Company or any of its subsidiaries, (C) by any underwriter temporarily holding securities pursuant to an offering of such securities, or (D) pursuant to a Non-Control Transaction (as defined in clause (iii) below); (ii) during any period of not more than two years, individuals who constitute the Board as of the beginning of the period (the “Incumbent Directors”) cease for any reason to constitute at least a majority of the Board, provided that any person becoming a director subsequent to the beginning of the period, whose election or nomination for election was approved by a vote (either by specific vote or by approval of the proxy statement of the Company in which such person is named as a nominee for director, without objection to such nomination) of at least three-quarters of the Incumbent Directors who remain on the Board, including those directors whose election or nomination for election was previously so approved, shall also be deemed to be an Incumbent Director; provided, however, that no individual initially elected or nominated as a director of the Company as a result of an actual or threatened election contest with respect to directors or any other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board shall be deemed to be an Incumbent Director; (iii) the consummation of a merger, consolidation, share exchange or similar form of corporate reorganization of the Company (or any such type of transaction involving the Company or any of its subsidiaries that requires the approval of the Company’s shareholders, whether for the transaction or the issuance of securities in the transaction or otherwise) (a “Business Combination”), unless immediately following such Business Combination: (A) more than 60% of the total voting power of the corporation resulting from such Business Combination (including, without limitation, any corporation which directly or indirectly has beneficial ownership of 100% of the Company Voting Securities) eligible to elect directors of such corporation is represented by shares that were Company Voting Securities immediately prior to such Business Combination (either by remaining outstanding or being converted), and such voting power is substantially the same proportion as the voting powers of such Company Voting Securities immediately prior to the Business Combination, (B) no person (other than any holding company resulting from such Business Combination, any employee benefit plan sponsored or maintained by the Company (or the corporation resulting from such business Combination)) immediately following the consummation of the Business Combination becomes the beneficial owner, directly or indirectly, of 25% or more of the total voting power of the outstanding voting securities eligible to elect directors of the corporation resulting from such Business Combination, and (C) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were Incumbent Directors at the time of the approval of the execution of the initial agreement providing for such Business Combination (any Business Combination which satisfies the conditions in clauses (A), (B) and (C) is referred to hereunder as a “Non-Control Transaction”); or (iv) the shareholders of the Company approve a plan of complete liquidation or dissolution of the Company or the sale of all or substantially all of its assets. Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because any person acquires beneficial ownership of more than 25% of the Company Voting Securities as a result of the acquisition of Company Voting Securities by the Company which reduces the number of Company Voting Securities outstanding; provided, that if after such acquisition by the Company such person becomes the beneficial owner of additional Company Voting Securities that increases the percentage of outstanding Company Voting Securities beneficially owned by such person, a Change in Control of the Company shall then occur.

Article 16. INTERNAL REVENUE CODE SECTION 409A

It is the Company's intent that the Plan and Awards granted hereunder comply with or be exempt from the requirements of Internal Revenue Code Section 409A ("Section 409A") and that this Plan and Awards Agreements be administered and interpreted accordingly. If and to the extent that any payment or benefit under this Plan is determined by the Company to constitute "non-qualified deferred compensation" subject to Section 409A and is payable to a Non-Employee Director by reason of the Non-Employee Director's termination of service, then (a) such payment or benefit shall be made or provided to the Non-Employee Director only upon a "separation from service" as defined for purposes of Section 409A under applicable

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regulations and (b) if the Non-Employee Director is deemed to be a “specified employee” (within the meaning of Section 409A and as determined by the Company), such payment or benefit shall be made or provided on the date that is six months and one day after the date of the Non-Employee Director’s separation from service (or earlier death). Any amount not paid in respect of the six-month period specified in the preceding sentence will be paid to the Non-Employee Director in a lump sum on the date that is six months and one day after the Non-Employee Director’s separation from service (or earlier death). Each payment made under the Plan shall be deemed to be a separate payment for purposes of Section 409A. If and to the extent that any Award is determined by the Company to constitute “non-qualified deferred compensation” subject to Section 409A and such Award is payable to a Non-Employee Director upon a Change in Control, then no payment shall be made pursuant to such Award unless such Change in Control constitutes a “change in the ownership of the corporation”, “a change in effective control of the corporation”, or “a change in the ownership of a substantial portion of the assets of the corporation” within the meaning of Section 409A; provided that if such Change in Control does not constitute a “change in the ownership of the corporation”, “a change in effective control of the corporation”, or “a change in the ownership of a substantial portion of the assets of the corporation” within the meaning of Section 409A, then the Award shall still fully vest upon such Change in Control, but shall be payable upon the original schedule contained in the Award. Neither the Company nor its affiliates shall have any liability to any Non-Employee Director, Non-Employee Director’s spouse or other beneficiary of any Non-Employee Director’s spouse or other beneficiary of any Non-Employee Director or otherwise if the Plan or any amounts paid or payable hereunder are subject to the additional tax and penalties under Section 409A.

#### Article 17. NO THIRD PARTY BENEFICIARIES

Except as expressly provided in an Award Agreement, neither the Plan nor any Award Agreement shall confer on any person other than the Company and the grantee of the Award any rights or remedies thereunder; provided that the exculpation and indemnification provisions of Section 2(e) shall inure to the benefit of a Covered Person’s estate, beneficiaries and legatees.

#### Article 18. SUCCESSORS AND ASSIGNS

The terms of this Plan shall be binding upon and inure to the benefit of the Company and its successors and assigns.

#### Article 19. GOVERNING LAW

This Plan and all rights and obligations under this Plan shall be construed in accordance with and governed by the laws of the State of New York.

#### Article 20. EFFECTIVE DATE

The Prior Plan was effective as of May 17, 2007 and this Plan becomes effective upon shareholder approval of the Plan.

#### Article 21. TERM

Unless sooner terminated by the Board, this Plan shall terminate on the day before the tenth anniversary of the date the Plan was approved by shareholders; provided that any Award granted prior to the date of such Plan termination shall continue pursuant to its terms and the terms of this Plan.

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<p>PLEASE MARK VOTES AS IN THIS EXAMPLE</p> <p>ANNUAL MEETING OF SHAREHOLDERS—MAY 20, 2010</p> <p>THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS</p>	<p>REVOCABLE PROXY CONMED CORPORATION</p>	<p>For With- All For hold Except</p>
	<p>(1) Election of directors</p>	<p>.. .. ..</p>

The Company’s Proxy Statement for the 2010 Annual Meeting of Shareholders, the Company’s Annual Report to Shareholders for the fiscal year ended December 31, 2009 and the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009 are available at <http://www.cfpproxy.com/2982>.

NOMINEES:  
Eugene R. Corasanti, Joseph J. Corasanti, Bruce F. Daniels, Jo Ann Golden, Stephen M. Mandia, Stuart J. Schwartz, and Mark E. Tryniski

INSTRUCTION: To withhold authority to vote for any individual – nominee, mark “For All Except” and write that nominee’s name in the space provided below.

The undersigned hereby appoints Joseph J. Corasanti and Daniel S. Jonas, and either of them, proxies of the undersigned, with full power of substitution, to vote all the shares of Common Stock of CONMED Corporation (the “Company”) held of record by the undersigned on March 31, 2010, at the Annual Meeting of Shareholders to be held May 20, 2010, and at any adjournment thereof.

	For	Against	Abstain
<p>(2) Ratification of the appointment of PricewaterhouseCoopers LLP as independent accountants for the Company for 2010.</p> <p>(3) Approval of the Amended and Restated 2007 Non-Employee Director Equity Compensation Plan.</p>	<p>.. .. ..</p> <p>.. .. ..</p>	<p>.. .. ..</p> <p>.. .. ..</p>	<p>.. .. ..</p> <p>.. .. ..</p>

(4) In their discretion the proxies are authorized to vote upon such other matters as may come before the meeting or any adjournment thereof.



All as more particularly described in the Company's Proxy Statement, dated April 9, 2010 (the "Company's Proxy Statement"), relating to such meeting, receipt of which is hereby acknowledged.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS SPECIFIED BY THE UNDER-SIGNED SHAREHOLDER. IF NO CHOICE IS SPECIFIED BY THE SHAREHOLDER, THIS PROXY WILL BE VOTED "FOR" ALL PORTIONS OF ITEMS (1), (2) AND (3) AND IN THE PROXIES' DISCRETION ON ANY OTHER MATTERS COMING BEFORE THE MEETING.

The above signed hereby revokes any proxy or proxies heretofore given to vote upon or act with respect to such stock and hereby ratifies and confirms all that said proxies, their substitutes or any of them may lawfully do by virtue hereof.

Please date this Proxy Card and sign your name exactly as it appears hereon. Where there is more than one owner, each should sign. When signing as an attorney, administrator, executor, guardian, or trustee, please add your title as such. If executed by a corporation, this Proxy Card should be signed by a duly authorized officer. If executed by a partnership, please sign in partnership name by authorized persons.

Please be sure to date and sign      Date  
this proxy card in the box below.

Sign above

Ç Detach above card, sign, date and mail in postage paid envelope provided. Ç

CONMED CORPORATION  
525 French Road—Utica, New York 13502

PLEASE PROMPTLY MARK, DATE, SIGN AND MAIL THIS PROXY CARD  
IN THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED  
BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

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PLEASE MARK  
 VOTES AS IN THIS  
 EXAMPLE

REVOCABLE PROXY  
 CONMED CORPORATION

For  
 With- All  
 For hold Except

ANNUAL MEETING OF  
 SHAREHOLDERS—MAY 20, 2010  
 THIS PROXY IS SOLICITED ON BEHALF  
 OF  
 THE BOARD OF DIRECTORS

(1) Election of directors                    ..                    ..                    ..

The Company’s Proxy Statement for the 2010  
 Annual Meeting of Shareholders, the  
 Company’s Annual Report to Shareholders for  
 the fiscal year ended December 31, 2009 and  
 the Company’s Annual Report on Form 10-K  
 for the fiscal year ended December 31, 2009  
 a r e a v a i l a b l e a t  
<http://www.cfpproxy.com/2982>.

NOMINEES:  
 Eugene R. Corasanti, Joseph J. Corasanti, Bruce F. Daniels,  
 Jo Ann Golden, Stephen M. Mandia, Stuart J. Schwartz,  
 and Mark E. Tryniski

INSTRUCTION: To withhold authority to vote for any individual  
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The undersigned hereby appoints Joseph J.1  
 Corasanti and Daniel S. Jonas, and either of(k)  
 them, proxies of the undersigned, with full  
 power of substitution, to vote all the shares of  
 Common Stock of CONMED Corporation  
 (the “Company”) held of record by the  
 undersigned on March 31, 2010, at the  
 Annual Meeting of Shareholders to be held  
 May 20, 2010, and at any adjournment  
 thereof.

	For	Against	Abstain
(2) Ratification of the a p p o i n t m e n t o f PricewaterhouseCoopers LLP as independent accountants for the Company for 2010.	..	..	..

(3) Approval of the Amended and Restated 2007 Non-Employee Director Equity Compensation Plan.	..	..	..
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