

STRYKER CORP  
Form 8-K  
April 29, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 26, 2011

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**STRYKER CORPORATION**

(Exact name of registrant as specified in its charter)

|                                                                                                    |                                                  |                                                               |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------------------------------|
| <b>Michigan</b><br><br>(State or other jurisdiction<br>of incorporation)                           | <b>0-9165</b><br><br>(Commission<br>File Number) | <b>38-1239739</b><br><br>(IRS Employer<br>Identification No.) |
|                                                                                                    |                                                  |                                                               |
| <b>2825 Airview Boulevard, Kalamazoo, Michigan</b><br><br>(Address of principal executive offices) | <b>49002</b><br><br>(Zip Code)                   |                                                               |
|                                                                                                    |                                                  |                                                               |
| Registrant's telephone number, including area code: <b>269.385.2600</b>                            |                                                  |                                                               |

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At the Company's Annual Meeting of Shareholders held on April 26, 2011, shareholders voted on seven proposals and cast their votes as follows:

1.Election of  
directors:

| Name                    | Shares      |            | Broker Non-Votes |
|-------------------------|-------------|------------|------------------|
|                         | For         | Withheld   |                  |
| Howard E. Cox, Jr.      | 300,744,710 | 3,247,698  | 41,694,869       |
| Srikant M. Datar, Ph.D. | 300,775,964 | 3,216,444  | 41,694,869       |
| Roch Doliveux, DVM      | 301,564,180 | 2,428,228  | 41,694,869       |
| Louise L. Francesconi   | 293,030,698 | 10,961,710 | 41,694,869       |
| Allan C. Golston        | 303,047,182 | 945,226    | 41,694,869       |
| Howard L. Lance         | 297,267,075 | 6,725,333  | 41,694,869       |
| Stephen P. MacMillan    | 296,503,238 | 7,489,170  | 41,694,869       |
| William U. Parfet       | 280,707,527 | 23,284,881 | 41,694,869       |
| Ronda E. Stryker        | 290,091,944 | 13,900,464 | 41,694,869       |

2.Ratification of the appointment of Ernst & Young LLP as the Company's independent  
registered  
public accounting firm for 2011:

| For         | Shares    |  | Abstain | Broker Non-Votes |
|-------------|-----------|--|---------|------------------|
|             | Against   |  |         |                  |
| 343,423,394 | 1,719,087 |  | 544,796 | 0                |

3.Approval of the Company's 2011 Long-Term  
Incentive Plan:

| For         | Shares     |  | Abstain   | Broker Non-Votes |
|-------------|------------|--|-----------|------------------|
|             | Against    |  |           |                  |
| 281,711,597 | 21,262,527 |  | 1,018,284 | 41,694,869       |

4.Approval of the Company's 2011 Performance Incentive  
Award Plan:

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|             | Shares     |           |                  |
|-------------|------------|-----------|------------------|
| For         | Against    | Abstain   | Broker Non-Votes |
| 289,593,509 | 13,377,038 | 1,021,861 | 41,694,869       |

5. Advisory vote related to the Company's executive compensation:

|             | Shares    |           |                  |
|-------------|-----------|-----------|------------------|
| For         | Against   | Abstain   | Broker Non-Votes |
| 297,681,258 | 4,626,423 | 1,684,727 | 41,694,869       |

6. Advisory vote regarding the frequency of future advisory votes on executive compensation:

|             | Shares          |                   |         |                  |
|-------------|-----------------|-------------------|---------|------------------|
| Every year  | Every two years | Every three years | Abstain | Broker Non-Votes |
| 247,753,777 | 2,431,217       | 52,822,851        | 984,563 | 41,694,869       |

The results of the shareholder vote with respect to the frequency of the advisory vote on executive compensation were consistent with the recommendation of the Company's Board of Directors that such vote be held every year. Accordingly, the Company will hold an annual advisory say-on-pay vote until the next required vote on the frequency of shareholder votes on the compensation of executives.

7. Shareholder proposal on special meetings:

|            | Shares      |           |                  |
|------------|-------------|-----------|------------------|
| For        | Against     | Abstain   | Broker Non-Votes |
| 91,731,239 | 210,458,355 | 1,802,814 | 41,694,869       |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STRYKER CORPORATION

(Registrant)

April 29, 2011

/s/ MARY ANNE MCDONALD

Date

Mary Anne McDonald

Assistant Secretary