

Tornier Alain  
Form 4  
August 14, 2012

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tornier Alain

2. Issuer Name and Ticker or Trading Symbol  
Tornier N.V. [TRNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
7701 FRANCE AVENUE S., SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2012

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

(Street)  
EDINA, MN 55435

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

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

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Ordinary Shares, par value EUR 0.03 per share	08/10/2012		A		2,947 <sup>(1)</sup>	A	\$ 0 7,057 <sup>(1)</sup> D
Ordinary Shares, par value EUR 0.03 per share	08/10/2012		A		1,886 <sup>(2)</sup>	A	\$ 21.21 8,943 <sup>(3)</sup> D
Ordinary Shares, par							3,485,292 I See footnote <sup>(4)</sup>

value EUR  
0.03 per  
share

Ordinary  
Shares, par  
value EUR  
0.03 per  
share

467,797 I

See  
footnote (5)

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (right to buy)	\$ 18.04	08/10/2012		A	6,448	<u>(6)</u>	08/10/2022	Ordinary Shares	6,448

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Tornier Alain  
7701 FRANCE AVENUE S., SUITE 600  
EDINA, MN 55435

X X

## Signatures

/s/ Kevin M. Klemz,  
attorney-in-fact

08/14/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These ordinary shares will be issued over time upon vesting pursuant to a restricted stock unit granted under the Tornier N.V. 2010 Incentive Plan, as amended.
- (2) These ordinary shares will be issued over time upon vesting pursuant to a restricted stock unit granted under the Tornier N.V. 2010 Incentive Plan, as amended, in lieu of retainer fees in the aggregate amount of \$40,000.
- (3) Includes 6,813 ordinary shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Tornier N.V. 2010 Incentive Plan, as amended.  
  
These shares are held by KCH Oslo AS, formerly known as Karenslyst Argang 2011 XXXVII AS, ("KCH Oslo"). KCH Oslo is a wholly owned subsidiary of KCH Stockholm AB ("KCH Stockholm"). Mr. Tornier wholly owns KCH Stockholm. All ordinary shares indicated as indirectly owned by Mr. Tornier are included because of his affiliation with these entities. These shares were previously held by and subsequently transferred by KCH Stockholm to KCH Oslo.
- (5) These shares are held by Phil Invest ApS ("Phil Invest"). Mr. Tornier wholly owns Phil Invest. All ordinary shares indicated as owned by Mr. Tornier are included because of his affiliation with these entities.
- (6) This option vests in three annual installments, on the one-year, two-year and three-year anniversaries of August 10, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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