

KOHRS DOUGLAS W
Form 4
August 14, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOHRS DOUGLAS W

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., STE 600

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

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

(Street)
EDINA, MN 55345

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares, par value EUR 0.03 per share	08/10/2012		A	23,758 (1)	A \$ 0 481,723 (2)	D	
Ordinary Shares, par value EUR 0.03 per share					0	I	See Footnote (3)

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 18.04	08/10/2012		A	51,987	<u>(4)</u> 08/10/2022	Ordinary Shares	51,987

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOHR'S DOUGLAS W 7701 FRANCE AVENUE S., STE 600 EDINA, MN 55345	X		President and CEO	

Signatures

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) Includes 48,471 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.
- (3) In the last Form 4 filed with the U.S. Securities and Exchange Commission, Mr. Kohrs reported indirect ownership of the 307,698 ordinary shares of Tornier N.V. held by Stichting Administratiekantoor Tornier (STAK), due to his position as a director of STAK. In August 2011, STAK effected a pro rata distribution to its members of all 307,698 ordinary shares of Tornier N.V. held by STAK. Mr. Kohrs is not a member of STAK and had no pecuniary interest in the ordinary shares of Tornier N.V. held by STAK.

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- (4) This option vests with respect to 25% of the shares on August 10, 2013 and with respect to the remaining 75% of such shares over the three-year period thereafter in 12 quarterly installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.