

EMMITT RICHARD B
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 *
EMMITT RICHARD B

(Last) (First) (Middle)
18 BANK STREET
(Street)
SUMMIT, NJ 07901

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (A) or Price (D)					
Ordinary Shares, par value EUR 0.03 per share	08/10/2012		A		2,947 ⁽¹⁾	A	\$ 0	26,732 ⁽¹⁾	D	
Ordinary Shares, par value EUR 0.03 per share	08/10/2012		A		2,357 ⁽²⁾	A	\$ 21.21	29,089 ⁽³⁾	D	
Ordinary Shares, par								1,461,892	I	See footnote ⁽⁴⁾

value EUR
0.03 per
share

Ordinary
Shares, par
value EUR
0.03 per
share

19,333 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... Der... Sec... (In...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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
EMMITT RICHARD B 18 BANK STREET SUMMIT, NJ 07901	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 \$50,000.
- (3) Includes 7,284 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.
- (4) See Exhibit 99.1.
- (5) Held by an IRA account of Mr. Emmitt.
- (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. 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.