Tornier Alain Form 4 August 14, 2012

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

(Last)

Form 5

obligations

may continue.

See Instruction

(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]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

7701 FRANCE AVENUE S., SUITE 08/10/2012 600

(Street)

(First)

(Middle)

6. Individual or Joint/Group Filing(Check

Officer (give title

5. Relationship of Reporting Person(s) to

(Check all applicable)

_X__ 10% Owner _ Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

_X__ Director

EDINA. MN 55435

							T CISON		
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Ordinary Shares, par value EUR	08/10/2012		Code V	Amount 2,947 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 7,057 (1)	D	
0.03 per share				_					
Ordinary Shares, par value EUR 0.03 per share	08/10/2012		A	1,886 (2)	A	\$ 21.21	8,943 (3)	D	
Ordinary Shares, par							3,485,292	I	See footnote (4)

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value EUR 0.03 per share

Ordinary Shares, par value EUR 0.03 per

share

467,797

Ι

See

footnote (5)

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

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SEC 1474 (9-02)

> 8. F Der Sec (Ins

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. Transactic Code (Instr. 8)	5. Number proof 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)		3 (
				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		
Tornier Alain 7701 FRANCE AVENUE S., SUITE 600	X	X				
EDINA, MN 55435	21	71				

Signatures

/s/ Kevin M. Klemz, attorney-in-fact 08/14/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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. 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.