Tornier N.V. Form 4/A August 13, 2014

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Rich Terry

Tornier N.V. [TRNX]

(Check all applicable)

(Last) (First)

(Middle) 3. Date of Earliest Transaction (Month/Day/Year)

____ Director ____ 10% Owner ____
X__ Officer (give title ____ Other (specify

10801 NESBITT AVENUE S.

08/12/2014

below) below)

Sr. VP, Commercial Operations

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

 Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) 08/12/2014

(Instr. 8)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

(Instr. 4)

Person

BLOOMINGTON, MN 55437

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)

5. Amount of Securities Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

or (Instr. 3 and 4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title of 2.Derivative ConversionSecurity or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution D

3A. Deemed Execution Date, if any

4. 5. Number of TransactiorDerivative Code Securities

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of 8 Underlying Securities D (Instr. 3 and 4) S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.66 (1)	08/12/2014		A		22,307		(2)	08/12/2024	Ordinary Shares	22,307

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rich Terry

10801 NESBITT AVENUE S. Sr. VP, Commercial Operations BLOOMINGTON, MN 55437

Signatures

/s/ Kevin M. Klemz, attorney-in-fact 08/13/2014

**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) This Form 4 is being amended to correct the exercise price. The exercise price previously reported on the original Form 4 was the delayed closing price instead of the actual closing price as reported on the NASDAQ Stock Market.
- (2) This option vests with respect to 25% of the shares on August 12, 2014 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.

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