

Morrison Keli
Form 4
December 02, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Morrison Keli

2. Issuer Name and Ticker or Trading Symbol
Colfax CORP [CFX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8730 STONY POINT PARKWAY,
SUITE 150

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President & Controller

RICHMOND, VA 23235

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$.001	12/01/2010		M	2,260	A \$ 9.22	4,115	D
Common Stock, par value \$.001	12/01/2010		M	1,401	A \$ 7.44	5,516	D
Common Stock, par value \$.001	12/01/2010		S	3,661	D \$ 17.16	1,855	D

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

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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 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
Employee Stock Option (right to buy)	\$ 9.22	12/01/2010		M	2,260	<u>(1)</u> 10/08/2015	Common Stock, par value \$.001	2,260
Employee Stock Option (right to buy)	\$ 7.44	12/01/2010		M	1,401	<u>(2)</u> 03/13/2016	Common Stock, par value \$.001	1,401

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Morrison Keli
8730 STONY POINT PARKWAY, SUITE 150
RICHMOND, VA 23235

Vice President & Controller

Signatures

/s/ A. Lynne Puckett,
Attorney-in-Fact

12/02/2010

 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) The option vests in three equal installments beginning on the first anniversary of the October 8, 2008 grant date. 1,129 shares remain subject to future vesting.
- (2) The option vests in three equal installments beginning on the first anniversary of the March 13, 2009 grant date. 2,800 shares remain subject to future vesting.

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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