

Tornier Alain
Form 4
January 02, 2013

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tornier Alain

(Last) (First) (Middle)

10801 NESBITT AVENUE S.

(Street)

BLOOMINGTON, MN 55437

(City) (State) (Zip)

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

Tornier N.V. [TRNX]

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

12/31/2012

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares, par value EUR 0.03 per share	12/31/2012		F	6	D \$ 16.79	8,931 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.03 per share						3,485,292	I See footnote ⁽²⁾
Ordinary Shares, par						467,797	I See footnote ⁽³⁾

value EUR
0.03 per
share

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tornier Alain 10801 NESBITT AVENUE S. BLOOMINGTON, MN 55437	X	X		

Signatures

/s/ Kevin M. Klemz,
attorney-in-fact

01/02/2013

**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) Includes 5,871 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.
- (2) 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

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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.

- (3) 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.

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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