STENOIEN THOMAS

Form 4

February 15, 2011

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Section 16.
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

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol STRATASYS INC [SSYS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
3. Date of Earliest Transaction	(Check all applicable)		
(Month/Day/Year)	Director 10% Owner		
02/11/2011	_X_ Officer (give title Other (specify		
	below) below) Chief Operating Officer		
	ciner operating officer		
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che		
Filed(Month/Day/Year)	Applicable Line)		
	X Form filed by One Reporting Person		
	Form filed by More than One Reporting Person		
	Symbol STRATASYS INC [SSYS] 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2011 4. If Amendment, Date Original		

(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 ion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/11/2011		M	8,400	A	\$ 23.04	8,400	D	
Common Stock	02/11/2011		S	8,400	D	\$ 43.47 (1)	0	D	
Common Stock	02/11/2011		M	1,400	A	\$ 13.22	1,400	D	
Common Stock	02/11/2011		S	1,400	D	\$ 43.59 (2)	0	D	

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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. 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.04	02/11/2011		M	8,400	<u>(3)</u>	11/07/2013	Common Stock	8,400
Employee Stock Option (right to buy)	\$ 13.22	02/11/2011		M	1,400	(3)	11/23/2014	Common Stock	1,400

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STENOIEN THOMAS C/O STRATASYS, INC., 7665 COMMERCE WAY EDEN PRAIRIE, MN 55344

Chief Operating Officer

Signatures

/s/ Eric Honick, Attorney-in-Fact 02/15/2011

**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).
- This transaction was executed in multiple trades ranging from \$43.45 to \$43.55. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades ranging from \$43.55 to \$43.61. The price reported above reflects the weighted average
- (2) purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) This option vests in five equal annual installments beginning on the first anniversary of the date of grant.

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.