

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-08**  
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### REPORTING OWNER

**DVORAK DAVID C**

CIK: **1239000**

Type: **4** | Act: **34** | File No.: **001-16407** | Film No.: **13519619**

Mailing Address  
C/O ZIMMER INC  
PO BOX 708  
WARSAW IN 46580

### ISSUER

**ZIMMER HOLDINGS INC**

CIK: **1136869** | IRS No.: **134151777** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

Mailing Address  
345 EAST MAIN STREET  
WARSAW IN 46580

Business Address  
345 EAST MAIN STREET  
WARSAW IN 46580  
5742676131

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>DVORAK DAVID C</b>			2. Issuer Name and Ticker or Trading Symbol <b>ZIMMER HOLDINGS INC [ZMH]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/08/2013</b>					
C/O ZIMMER, INC., P. O. BOX 708			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>WARSAW, IN 46580</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/08/2013		M		66,000	A \$39.53	183,626 <sup>(1)</sup>	D	
Common Stock	01/08/2013		S		48,812 <sup>(2)</sup>	D \$69.111 <sup>(3)</sup>	134,814 <sup>(1)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$39.53	01/08/2013		M		66,000		<sup>(4)</sup>	01/12/2013	Common Stock	\$ 0	0	D	

**Explanation of Responses:**

- Includes 258 shares purchased under the Zimmer Holdings, Inc. Employee Stock Purchase Plan from April 27, 2012 through October 26, 2012.
- Securities sold to cover option exercise cost, taxes and fees pursuant to a written plan intended to comply with Rule 10b5-1(c)(i) adopted by Mr. Dvorak on November 8, 2012.

3. Represents the sale of 48,812 shares in 436 separate transactions, ranging in price from \$68.64 to \$69.39 per share, resulting in a weighted average sale price of \$69.111. The reporting person will provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
4. Vested annually over four years in increments of 25% each, commencing January 13, 2004.

**Signatures**

Heather J. Kidwell, Attorney-in-Fact for David C. Dvorak (power of attorney previously filed)

01/09/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**