

ZIMMER BIOMET HOLDINGS, INC.

Reported by
RHODES JEFFREY K.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/17 for the Period Ending 12/31/16

Address	345 EAST MAIN STREET WARSAW, IN 46580
Telephone	5742676131
CIK	0001136869
Symbol	ZBH
SIC Code	3842 - Orthopedic, Prosthetic, and Surgical Appliances and Supplies
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Rhodes Jeffrey K. (Last) (First) (Middle) C/O ZIMMER, INC., P. O. BOX 708 (Street) WARSAW, IN 46580 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ZIMMER BIOMET HOLDINGS, INC. [ZBH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/31/2016</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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					Title
Phantom Stock Units (1)	\$103.39 (2)	12/31/2016		A		114.856		(3)	(3)	Common Stock	114.856	\$0	1273.759 (4)	D	

Explanation of Responses:

- (1) The phantom stock units were accrued under the Zimmer Biomet Holdings, Inc. ("Company") Deferred Compensation Plan for Non-Employee Directors.
- (2) The Conversion or Exercise Price of Derivative Security is 1-for-1.
- (3) Units are to be settled in shares of Company common stock within sixty days after cessation of the reporting person's service as a Director.
- (4) Includes 2.092 phantom stock units accrued on October 28, 2016 under the dividend reinvestment provision of the Zimmer Biomet Holdings, Inc. Deferred Compensation Plan for Non-Employee Directors.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhodes Jeffrey K. C/O ZIMMER, INC. P. O. BOX 708 WARSAW, IN 46580	X			

Signatures

/s/ Heather J. Kidwell, Attorney-in-Fact for Jeffrey K. Rhodes (power of attorney previously filed)

1/4/2017

**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 control number.