

CENTERPULSE LTD  
Form SC 14D9/A  
September 12, 2003

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-9/A  
(RULE 14D-101)

SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(D) (4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 9

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CENTERPULSE LTD.  
(NAME OF SUBJECT COMPANY)

CENTERPULSE LTD.  
(NAME OF PERSON FILING STATEMENT)

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REGISTERED SHARES, PAR VALUE CHF 30 PER SHARE, INCLUDING SHARES  
REPRESENTED BY AMERICAN DEPOSITARY SHARES  
(TITLE AND CLASS OF SECURITIES)

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NOT APPLICABLE\*  
(CUSIP NUMBER OF CLASS OF SECURITIES)

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DR. MAX LINK  
CHAIRMAN OF THE BOARD OF DIRECTORS  
AND CHIEF EXECUTIVE OFFICER  
CENTERPULSE LTD.  
ANDREASSTRASSE 15  
CH-8050, ZURICH  
SWITZERLAND  
+41-1-306-9696

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND  
COMMUNICATIONS ON BEHALF OF THE PERSON(S) FILING STATEMENT)

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COPY TO:

ELLEN J. ODONER, ESQ.  
WEIL, GOTSHAL & MANGES LLP  
767 FIFTH AVENUE  
NEW YORK, NEW YORK 10153  
(212) 310-8000

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 \* There is no CUSIP Number assigned to the Registered Shares. CUSIP No. 152005104 has been assigned to the American Depositary Shares of Centerpulse Ltd. that are quoted on the New York Stock Exchange under the symbol "CEP". CUSIP No. 152005203 has been assigned to the American Depositary Shares of Centerpulse Ltd. that were issued pursuant to a restricted ADR facility and are not publicly traded.

CHECK THE BOX IF THE FILING RELATES SOLELY TO PRELIMINARY COMMUNICATIONS MADE BEFORE THE COMMENCEMENT OF A TENDER OFFER.  
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This constitutes Amendment No. 9 to the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the "SEC") on July 2, 2003 (as previously amended, the "Schedule 14D-9") by Centerpulse Ltd., a corporation organized under the laws of Switzerland ("Centerpulse" or the "Company"), relating to the exchange offer by Zimmer Holdings, Inc., a Delaware corporation ("Zimmer"), being made pursuant to the Prospectus, dated June 19, 2003, forming a part of Zimmer's Registration Statement (No. 333-105561) on Form S-4 filed with the SEC.

The information in the Schedule 14D-9 is hereby expressly incorporated by reference, except as otherwise set forth below.

### ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6 is hereby amended and supplemented by adding the following table at the end of the first table thereof:

NAME ----	DATE ----	WEIGHTED AVERAGE EXERCISE ----- PRICE -----
David Floyd	September 3, 2003	\$8.12 per Centerpulse ADS
Richard Fritschi	September 1, 2003	CHF 201 per Centerpulse Share
	September 2, 2003	CHF 146 per Centerpulse Share
Steffen Gay	September 2, 2003	CHF 77 per Centerpulse Share
Steven Hanson	September 2, 2003	\$9.89 per Centerpulse ADS
Urs Kamber	September 2, 2003	CHF 147 per Centerpulse Share
Max Link	September 3, 2003	CHF 179 per Centerpulse Share
Matthias Moelleney	September 2, 2003	CHF 147 per Centerpulse Share
Hans Rudolf Schuerch	September 2, 2003	CHF 197 per Centerpulse Share
Christian Stambach	September 2, 2003	CHF 147 per Centerpulse Share
Beatrice Tschanz	September 2, 2003	CHF 151 per Centerpulse Share
Thomas Zehnder	August 29, 2003	CHF 76 per Centerpulse Share
	September 2, 2003	CHF 157 per Centerpulse Share

Item 6 is hereby amended and supplemented by adding the following table at the end of the second table thereof:

NAME ----	DATE ----	WEIGHTED AVERAGE SALE PRICE -----	NUMBER -----
David Floyd	September 3, 2003	\$27.87 per Centerpulse ADS	45,360
Richard Fritschi	September 1, 2003	CHF 385 per Centerpulse Share	2,790
	September 2, 2003	CHF 393 per Centerpulse Share	5,405
Steffen Gay	September 2, 2003	CHF 393 per Centerpulse Share	344
Steven Hanson	September 2, 2003	\$27.93 per Centerpulse ADS	47,250
Urs Kamber	September 2, 2003	CHF 393 per Centerpulse Share	18,500

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Max Link	September 3, 2003	CHF 398 per Centerpulse Share	2,653
Matthias Moelleney	September 2, 2003	CHF 393 per Centerpulse Share	3,750
Hans Rudolf Schuerch	September 2, 2003	CHF 393 per Centerpulse Share	1,708
Christian Stambach	September 2, 2003	CHF 393 per Centerpulse Share	1,500
Beatrice Tschanz	September 2, 2003	CHF 393 per Centerpulse Share	9,375
Thomas Zehnder	August 29, 2003	CHF 383 per Centerpulse Share	250
	September 2, 2003	CHF 393 per Centerpulse Share	8,750

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

CENTERPULSE, LTD.

By:/s/ Max Link

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Max Link  
Chairman and Chief Executive Officer

By:/s/ Urs Kamber

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Urs Kamber  
Chief Financial Officer

Dated: September 12, 2003

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