

FORM 4

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

OMB APPROVAL

{ } 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

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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

(Print or Type Responses) Investment Company Act of 1940

1. Name and Address of Reporting Person* Young John Alan	2. Issuer Name and Ticker or Trading Symbol Colfax CORP CFX	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 <input type="checkbox"/> Other
(Last) (First) (Middle) 8730 STONY POINT PARKWAY, SUITE 150, (Street) RICHMOND - VA - 23235 (City) (State) (Zip)	3. Date of Earliest Transaction (Month/Day/Year) 05-13-2008	(give title below) (specify below) President & CEO
	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

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 Execut. Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Sec Beneficially Owned Following Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.001	05-13-2008		A	74,899 A \$0	376,088	D	
Common Stock, par value \$.001	05-13-2008		P	10,000 A \$18	386,088	D	
Common Stock, par value \$.001	05-13-2008		P	100 A \$22.5	386,188	D	
Common Stock, par value \$.001	05-13-2008		G	100 D \$0	386,088	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1.	2.	3.	3a.	4.	5.	6.	7.	8.	9.	10.	11.
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Deemed Executed Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of Derivative Securities Owned Following Reported Transaction (Instr. 4)	Ownership Form of Derivative Security (Instr. 4)	Nature of Indirect Ownership (Instr. 4)
Employee Stock Option (right to buy)	\$18	05-13-2008		A	62,500	05-13-2015	Common Stock, par value \$1.001	\$0	62,500	D	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Young John Alan 8730 STONY POINT PARKWAY, SUITE 150 RICHMOND VA 23235	X	.	President & CEO	

Explanation of Responses:

1 The option vests in three equal installments beginning on May 7, 2009.

Remarks:

Signatures

/s/ Thomas M. O'Brien, Attorney-in-Fact / 05-14-2008

** Signature of Reporting Person Date

* If the form is filed by more than one reporting person, see Instruction 5(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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form