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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 2008**

Commission File Number: **000-11178**

UTAH MEDICAL PRODUCTS, INC.
(Exact name of registrant as specified in its charter)

Utah	**87-0342734**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
7043 S 300 W, Midvale Utah	**84047**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **Telephone (801) 566-1200**
Facsimile (801) 566-7305

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $.01 Par Value	**The NASDAQ Global Market**
Preferred Stock Purchase Rights	

Securities registered pursuant to Section 12(g) of the Act:
(Title of Class)
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.
Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.
Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. **As of June 30, 2008, the aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant was $99,134,000.**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **As of March 5, 2009, common shares outstanding were 3,607,000.**

DOCUMENTS INCORPORATED BY REFERENCE. **The Company's definitive proxy statement for the Annual Meeting of Shareholders is incorporated by reference into Part III, Item 10, 11, 12, and 13, and 14 of this Form 10-K.**

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PART I

ITEM 1 – BUSINESS

Dollar amounts throughout this report and where noted, are in thousands except per-share amounts.

Utah Medical Products, Inc. ("UTMD" or "the Company") is in the business of producing high quality cost-effective medical devices that are predominantly proprietary, disposable and for hospital use. Success depends on 1) recognizing needs of clinicians and patients, 2) rapidly designing or acquiring economical solutions that gain premarketing regulatory concurrence, 3) reliably producing products that meet those clinical needs, and then 4) selling through

a) UTMD's own direct channels into markets where the Company enjoys an established reputation and has a critical mass of sales and support resources, or
b) establishing relationships with other medical companies that have the resources to effectively introduce and support the Company's products.

UTMD's success in providing reliable solutions comes from its proven ability to integrate a number of engineering and technical disciplines in electronics, software, mechanical packaging, instrumentation, plastics processing and materials. The resulting proprietary products represent significant incremental improvements in patient safety, clinical outcomes and/or total cost over preexisting clinical tools. UTMD's experience is that, in the case of labor-saving devices, the improvement in cost-effectiveness of clinical procedures also leads to an improvement in overall healthcare including lower risk of complications. UTMD markets a broad range of medical devices used in critical care areas, especially the neonatal intensive care unit (NICU), the labor and delivery (L&D) department and the women's health center in hospitals, as well as products sold to outpatient clinics and physician's offices.

The opportunity to apply solutions to recognized needs results from an excellent core of practicing clinicians who introduce ideas to the Company, and key employees who are both clinical applications savvy and development engineering adept.

UTMD's products are sold directly to end users in the U.S. domestic market by the Company's own direct sales representatives and independent manufacturers' representatives. In addition, some of UTMD's products are sold through specialty distributors, national hospital distribution companies and other medical device manufacturers. Internationally, products are sold through other medical device companies and through independent medical products distributors. UTMD has representation in all major developed countries through 117 international distributors, each of which purchased at least five thousand dollars in UTMD products during 2008.

UTMD was formed as a Utah corporation in 1978. UTMD sold stock to the public one time in 1982 for $1,750 (before offering costs of $321). Since 1992, UTMD has returned $111,622 in the form of share repurchases, and an additional $15,123 in the form of cash dividends, to its public shareholders.

In 1995, Utah Medical Products Ltd., a wholly-owned subsidiary with manufacturing located in Ireland, was formed to better serve UTMD's international customers. In 1997, UTMD purchased Columbia Medical, Inc. (CMI), a Redmond, Oregon company specializing in silicone injection molding, assembly and marketing vacuum-assisted obstetrical delivery systems. In 1998, UTMD acquired the neonatal product line of Gesco International, a subsidiary of Bard Access Systems and C.R. Bard, Inc. In 2004, UTMD acquired Abcorp, Inc., its supplier of fetal monitoring belts. Sales of the products, or derivatives of the products, from the three acquisitions noted above, comprised about 35% of UTMD's 2008 sales. The net book value of intangible assets (goodwill) remaining on UTMD's balance sheet at the end of 2008 resulting from the three acquisitions, as a ratio of sales, was 26%.

UTMD's corporate offices are located at 7043 South 300 West, Midvale, Utah 84047 USA. The corporate office telephone number is (801) 566-1200. Ireland operations are located at Athlone Business and Technology Park, Athlone, County Westmeath, Ireland. The Ireland telephone number is 353 (90) 647-3932. CMI's mailing address is 1830 S.E. 1st, Redmond, Oregon 97756. The Oregon telephone number is (541) 548-7738.

PRODUCTS

Labor and Delivery/ Obstetrics:
Fetal Monitoring Accessories.

The majority of births are considered "higher risk" due to lack of prenatal care, or use of anesthesia, among other factors. In many of these births, labor may become complicated and does not progress normally. The obstetrician or perinatologist must assess progression of labor to be able to intervene with drug therapy, infuse a solution to augment amniotic fluid, or ultimately if necessary, perform an operative procedure, and then be prepared for complications immediately following childbirth.

To assist the physician in controlling the effectiveness of administration of oxytocin and monitoring effects of amnioinfusion, contraction intensities, uterine resting tones and peak contraction pressures are closely monitored through the use of an invasive intrauterine pressure catheter system. In addition, to help identify the possible onset of fetal hypoxia, correlation of the changes in fetal heart rate (FHR) relative to the frequency and duration of contractions are often electronically monitored. UTMD's intrauterine pressure (IUP) catheters provide for clinician choices from a traditional fluid-filled system to INTRAN® PLUS, the most widely accepted transducer-tipped system. In addition, adjunct FHR electrodes, leg plates, toco belts and chart paper are provided by UTMD to complete a package of fetal monitoring supplies. UTMD's IUP catheters include:

- IUP-075 and UTMD's other custom fluid-filled clear catheter kits utilize a saline-filled catheter that is placed within the uterine cavity, connected to a separate external reusable or disposable transducer. This product package, utilizing double lumen catheters, was the traditional mode of intrauterine monitoring prior to the introduction of INTRAN. An intrauterine pressure change is transmitted through the fluid column to the external pressure transducer.

- Introduced in 1987, INTRAN was the first disposable intrauterine pressure catheter that placed the pressure transducer at the pressure source within the uterine cavity. This design eliminated the complicated setup of fluid-filled systems and provided more accurate pressure waveforms. INTRAN I was discontinued in 1995 in favor of the more widely preferred INTRAN PLUS, also covered by UTMD's original INTRAN patent.

- INTRAN PLUS was introduced in 1991. The INTRAN PLUS catheter combines the transducer tip concept of INTRAN I with a refined tip design, a zeroing switch that allows the clinician to reset the reference of the monitor, and a dedicated amnio lumen which provides access to the amniotic fluid environment which may be helpful in the diagnosis and intervention of certain fetal conditions. In 1996, a viewport enhancement which allows physicians to observe amniotic fluid in a closed system was added to INTRAN PLUS. In 1997, UTMD introduced several variations to allow user preferences in tip size, zero switch location and amniotic fluid visualization.

UTMD markets tocodynamometer belts, disposable electrodes, catheters and accessories as outlined above, but does not currently market electronic monitors, the capital equipment that process the electrical signals. In addition to products currently offered, UTMD intends to continue to investigate and introduce tools that enhance fetal monitoring techniques.

Vacuum-Assisted Delivery Systems (VAD).

UTMD's VAD Systems include CMI® patented soft silicone bell-shaped birthing cups and patented hand-held vacuum pumps which UTMD believes are the safest products available for use in vacuum-assisted operative deliveries. UTMD's patented soft silicone cup is a bell-shaped cup design that should be preferred for fetal well-being in low or outlet fetal stations with occiput anterior presentations, which represent more than 90% of the cases where VAD is indicated. Operative vaginal deliveries using forceps or vacuum-assisted delivery systems provide knowledgeable physicians with a trial vaginal operative delivery prior to a more invasive C-section intervention. Although there are risks associated with vaginal operative deliveries which may currently represent 5-9% of all U.S. hospital births, the procedures are generally regarded as safer for the mother, and at least as safe for the fetus, as abdominal (Cesarean) delivery in comparable clinical situations. UTMD estimates that the VAD operative approach is used for about 4-8% of all U.S. births, with forceps continuing to lose ground as the alternative. UTMD's patented bell-shaped soft silicone TENDER TOUCH® cups enjoy a low reported complication rate

compared to other vacuum cup designs, as evidenced by the FDA Medical Device Reporting System which reports specific names of products used in hospitals.

Other Obstetrical Tools.

AROM-COT™ is a finger cover with a patented prong design to rupture maternal membranes with less patient pain and anxiety. MUC-X is an aspiration device used immediately after birth to clear neonatal respiratory passages and reduce exposure to potential infections. CORDGUARD® is a product which unifies the multiple steps of clamping the neonate's cord close to the umbilicus, severing the cord without splattering blood, drawing a clean cord blood sample, and assisting in the removal of the placenta. CORDGUARD's sharpless, closed system reduces the risk of exposure to potentially infected blood, and consequently reduces the high cost of exposure treatment under OSHA and CDC guidelines. In addition, CORDGUARD facilitates obtaining neonatal blood that is otherwise hard to obtain safely and cleanly. BT-Cath, patent pending, is a uterine balloon tamponade catheter for controlling severe postpartum hemorrhage. Its benefits include the ease of rapid deployment and ability to monitor further bleeding after the tamponade has been placed. Abcorp toco belts and straps for fetal monitoring by an external tocodynamometer are provided in latex-free form in several configurations.

Neonatal Intensive Care:

DISPOSA-HOOD™

The DISPOSA-HOOD is an infant respiratory hood that is used in the NICU to administer oxygen to neonates and flush CO_2 (carbon dioxide) while maintaining a neutral thermal environment critical to proper physiologic responses. The DISPOSA-HOOD, placed over the infant's head, incorporates a round diffusor connection specifically designed to disperse the incoming gases along the inner surfaces of the hood, rather than allowing them to blow directly on the infant's head. The design allows more precise FIO_2 (fractional inspired oxygen) control, minimizes convective heat loss from the head and provides optimum flows for elimination of CO_2 by ventilation. DISPOSA-HOOD, in contrast to an incubator, allows for excellent access to and visualization of the underdeveloped infant. Because it is a disposable product, it also prevents cross-contamination.

DELTRAN® PLUS

UTMD's DELTRAN blood pressure monitoring system has been adapted specifically for use in the NICU. The streamlined version eliminates needles used for blood sampling, avoids the loss of scarce neonatal blood volume and provides a closed system that reduces the risk of infection. The system features excellent visualization of clearing volume, and one-handed use.

GESCO®

In the third quarter of 1998, UTMD acquired the neonatal product line of Gesco International. GESCO, best known for innovative silicone catheters, gained an early distinctive reputation for its focus on the special developmental needs of tiny, critically-ill babies.

A class of catheters called umbilical vessel catheters (UVCs) are specially designed for administering vital medications and fluids immediately following birth through the infant's umbilical vessel into the inferior vena cava. Because of the neonate's small size and lack of vascular development, there is no better access to vital organs. The catheters are also called umbilical artery catheters (UACs) when placed in one of the umbilical arteries to measure blood pressure or monitor metabolic processes through blood analysis. In developing its UMBILI-CATH™ product line, Gesco pioneered the use of soft, biocompatible silicone catheters, helping to reduce the number of insertions required as well as other complications associated with invasive applications. UTMD has expanded the UVC product line to include catheters made from a proprietary thermosensitive polyurethane (Tecoflex®) that offers many of the flexibility and biocompatibility advantages of silicone after insertion, with the greater rigidity of polyurethane preferred by many clinicians for insertion. In addition, GESCO provides a convenient catheterization procedure tray of implements and supplies necessary to place UVC catheters, as well as perform other similar procedures.

The primary distinction of GESCO products is that they were developed with the special needs of the neonate in mind, not just cut-down or smaller versions of adult devices. For example, in the case of invasive catheters, the introducer, the soft rounded distal tip, mode of securing to the patient after insertion to avoid migration, luer-locking hub with minimal dead space, number of lumens, catheter radiopaque striping for visualization, variations in

catheter lengths and diameters and special packaging are all features specially designed for neonates. UTMD continues to modify product features to incorporate current neonatal nurse practitioner preferences.

The soft, biocompatible silicone catheter concept had important advantages in other applications including peripherally inserted central venous catheters (PICC lines), enteral feeding tubes, urinary drainage catheters, and chest drainage tubes. GESCO developed and marketed initial versions of all of these neonatal products. In order to keep pace with the trend of caring for smaller babies, UTMD has added smaller diameter versions of its URI-CATH® and NUTRI-CATH® products. In 2000, UTMD gained FDA premarketing clearance of a new PICC family of products specifically designed to minimize trauma to the critically ill neonate, named PICC-NATE®. The PICC-Nate product line was designed with the input of experienced neonatal nurse practitioners for use as a long-term indwelling catheter system for single-use, therapeutic central venous infusion of drug solutions, blood products or other fluids and for blood sampling. The soft, strong silicone PICC-Nate comes in two diameter sizes and two hub configurations. In early 2003, UTMD added a Tecoflex polyurethane version that offers many of the flexibility and biocompatibility advantages of silicone after insertion, with the greater rigidity of polyurethane preferred by many clinicians for insertion. In 2006, UTMD developed a unique enteral feeding-only extension set that addresses important safety risks in the NICU – inadvertent connections with IV lines and inadvertent disconnections of components of the system spanning the dispensing container through the infusion catheter. Nutri-Lok®, patent pending, was launched to the market in January 2007. In October 2007, UTMD added dispensing syringes with interlocking connectors to its Nutri-Cath/Lok family of devices. In 2008, UTMD further expanded the Nutri-Lok system with specialty extension sets for GI tubes and for continuous connection to a fluid pump.

In 2006, UTMD completed the replacement of all DEHP plasticizer PVC materials in its Gesco product line that may come in contact with neonatal patients, addressing another evolving safety concern related specifically to the possible maldevelopment of male neonates.

Other GESCO specialty products include a disposable peritoneal dialysis set that is a pre-assembled, sterile, closed system, called DIALY-NATE®; a patented silicone oral protection device used to prevent palatal soft tissue injury by orotracheal tubes, called PALA-NATE®; and a lumbar sampling kit with a tiny, specially-beveled needle for obtaining cerebral spinal fluid samples, called MYELO-NATE®.

GESCO's first patented product, HEMO-NATE®, is a disposable filter designed to remove microaggregates from stored blood prior to transfusion into a neonate where any deficiency can have an overwhelmingly negative impact on a neonate's chances for survival, given an under-developed vasculature and small total blood volume. In 2001, UTMD introduced a new filter and an improved blood bag spike for Hemo-Nate, and a needleless version.

In 2009, UTMD will continue to improve and expand its neonatal product line, seeking to reinforce a reputation as having the most developmentally-friendly NICU specialty products in the medical device industry. In addition to products already offered and being developed internally, UTMD will look to continue to expand sales through international distribution arrangements, and through selective complementary product acquisitions.

Gynecology /Urology /Electrosurgery:

LETZ® System

The LETZ System (loop excision of the transformation zone) is used to excise cervical intraepithelial neoplasia (CIN) and other lower genital tract lesions related to human papilloma virus (HPV) infections. The electrosurgery procedure with hemostasis has become the standard of care for HPV cervical infection treatment, replacing cold knife scalpel, laser and cryotherapy procedural approaches because it is economical, safe, effective, quick and easy to perform, has fewer potential side effects, and requires little physician training. A major incentive for performing the LETZ procedure is that it may be performed using local anesthetic in a physician's office, eliminating the time and expense of hospital or surgical center admittance. Most importantly clinically, in contrast to laser (tissue ablation) and cryotherapy (freezing of tissue), LETZ provides a fine tissue specimen for pathological assessment.

UTMD's LETZ System includes patented disposable electrodes, the patented FINESSE® electrosurgical generator, and other miscellaneous components. A disposable loop electrode used to excise the tissue specimen is a pencil-like tube with a thin tungsten wire loop attached. The loop is available in varying sizes and includes a patented Safe-T-Gauge® that can be positioned so the physician can accurately colposcopically monitor the amount

of tissue being excised. UTMD continues to augment its specialty electrodes. For example, the Company introduced a patented conization electrode for deep endocervical disease called C-LETZ®, designed to limit the removal of healthy tissue margins that might compromise adequate cervical function. UTMD also will continue to provide adapters and other components which allow its market-leading specialty electrodes to be used with other manufacturers' electrosurgical generators. The FINESSE electrosurgical generator is the only generator on the market that contains an integral smoke evacuator, required to filter smoke and vapors that contain potentially hazardous particulate material produced during electrosurgery.

As a result of the 2007 American Society for Colposcopy and Cervical Pathology (ASCCP) revised guidelines for the treatment of CIN, which advised greater monitoring of lower grade lesions in lieu of surgical treatment, UTMD observed approximately a 10% decline in use of LETZ electrodes from a consistent gynecology customer base. The effect of the new guidelines now seems to have stabilized.

FINESSE® Generator; Specialty Loop, Ball, and Needle Electrodes; FILTRESSE® Evacuator; Other Specialty Electrodes; Other Supplies and Gynecologic Tools.

UTMD has FDA clearance to market its electrosurgical system and tools for use in general surgery applications, including dermatology, plastic surgery and otolaryngology. In 2002, UTMD introduced a product line of ultra-fine tipped microdissection needles, called OptiMicro™ Needles. These electrosurgical needles are particularly useful in small-scale plastic and reconstructive surgery applications. FILTRESSE is a stand-alone surgical smoke filtration system that combines high filtration efficiency, low cost and convenient use in a surgical office setting. Other electrosurgery tools and accessories include disposable electrosurgical pens, dispersive pads, footswitches, filter packs, speculums, retractors, forceps, tenacula and hooks. UTMD acquired the distribution rights to a unique reusable four-way expander system which facilitates access to, and visualization of, the cervix, eliminating the need for less effective specula and lateral retractors. In 2007, UTMD developed OptiSpec®, patent-pending, an ultra-bright light for cervical visualization without physician distraction during exams, pap smears and other vaginal procedures requiring direct cervical visualization without the use of a colposcope.

EPITOME®

EPITOME is a patented electrosurgical scalpel which delivers precise performance in incision and excision with hemostasis while minimizing thermal side effects. Where rapid yet precise dissection of dense tissue is necessary, such as in mammaplasty or abdominoplasty, UTMD believes that EPITOME has no close substitute. Furthermore, an independent study concludes that the EPITOME scalpel provides a significant improvement over older devices in wound healing and patient comfort. EPITOME allows a rapid incision without countertraction, yielding limited morbidity, less post-surgical pain and cosmetically superior results. EPITOME is useful where minimization of thermal tissue injury is important but control of bleeding needed. A patented bendable version of EPITOME with a smaller active electrode was introduced in 1998. Designed to significantly reduce the chance of tissue burns due to inadvertent electrode contact and where a smaller, bent scalpel tip is needed, the bendable EPITOME is of particular value, e.g., to thoracic surgeons in harvesting the internal mammary artery during coronary artery bypass surgery, as well as to otolaryngologists for tonsillectomies or uvulapalatalplasties.

LIBERTY® System

LIBERTY is a device for the conservative treatment and effective control of urinary incontinence in women. UTMD believes that LIBERTY is the easiest-to-use, most cost effective incontinence treatment available that yields a therapeutic effect, not just a cover-up. LIBERTY consists of a battery operated electrical stimulation unit and an intravaginal electrode probe. This physiotherapy technique, which can be done in the privacy of the home, involves passive strengthening of the periurethral muscles. Pulsed, low voltage, high frequency current is applied primarily to the pudendal neuromuscular tissue causing the pelvic area muscles to contract, leading to better muscle tone. Because electrical stimulation has no known adverse side effects, LIBERTY provides women suffering from mild to moderate incontinence an effective, lower cost and lower risk alternative to more traumatic treatments such as surgery and drug therapy.

PATHFINDER PLUS™

PATHFINDER PLUS is a proprietary endoscopic irrigation device that allows a uro/gyn surgeon to precisely irrigate, clearing the visual field, with the same hand that controls the endoscope, eliminating the need for a separate

assistant to irrigate without visualization. An example of a procedure where Pathfinder has found success is ureteroscopic stone ablation.

ENDOCURETTE™

In cooperation with Mayo Clinic, UTMD developed an advanced curette for uterine endometrial tissue sampling in the doctor's office. The sampling procedure is intended primarily to rule out precancer or cancerous change of the uterus in premenopausal women with abnormal uterine bleeding, or women with postmenopausal bleeding. The device is part of a class of catheters designed to be used without dilitation of the cervix and without general anesthetic. The inherent weakness of this type of device, which is related to its small size, is that it may not remove enough tissue of the endometrium for an accurate histologic assessment, in contrast to a more invasive D&C hospital procedure. The patented tip of the EndoCurette was designed to obtain a more thorough tissue specimen without the need for dilitation, and without an increase in patient discomfort.

TVUS/HSG-Cath™

In order to further assess persistent abnormal or dysfunctional uterine bleeding and other suspected abnormalities of the uterus, or as a next step after endometrial tissue sampling with an EndoCurette, gynecologists are increasingly utilizing transvaginal ultrasound imaging of the uterus. UTMD's TVUS/HSG-Cath was designed to provide effective cervical occlusion that allows distention of the uterus to differentiate anterior and posterior endometrium, among other irregularities, together with minimal visual obstruction of the uterus near the internal os. In addition, the TVUS/HSG-Cath may be used in hysterosalpingography radiographic procedures to assess the patency of fallopian tubes. A patent has been filed on the design of the TVUS/HSG-Cath, which was released for marketing in October 2007.

LUMIN®

LUMIN® is a patented gynecological tool developed by UTMD for reliably and safely manipulating the uterus in laparoscopic procedures. LUMIN combines the strength, range of motion and versatility of the higher end reusable instruments with the lower cost and cleanliness of the inexpensive less functional disposable instruments presently on the market, while at the same time reducing the number of tools needed to move and secure the uterus.

Blood Pressure Monitoring:

DELTRAN® Disposable Pressure Transducer (DPT)

In pressure monitoring, a transducer is used to convert physiological (mechanical) pressure into an electrical signal that is displayed on electronic monitoring equipment. UTMD developed, patented and is now distributing its disposable transducer as a stand-alone product, and as a component in sterile blood pressure monitoring kits through direct representatives and other medical companies in the U.S., as well as independent distributors and other medical device companies internationally.

The Company believes that the DELTRAN DPT which it designed over twenty years ago (original patents have expired), and currently manufactures, remains the standard in terms of accuracy, reliability and ease of use. UTMD has an automated assembly line which allows the Company to effectively compete with larger suppliers on the basis of consistent quality and low manufacturing costs. Introduced in 1998, the DELTRAN PLUS provides a closed system for blood sampling, without the use of needles, reducing the risk of an unwanted infection for both the patient and the practitioner.

Pressure Monitoring Accessories, Components and Other Molded Parts.

Components included in blood pressure monitoring kit configurations include flush devices, stopcocks, fluid administration sets, caps, pressure tubing, interface cables and organizers. The Company sells similar components designed for other medical device company applications which incorporate UTMD's technologies and designs. DELTA-CAL™ is a calibration device used to check proper functioning of an arterial pressure system. In addition, UTMD sells plastic molded parts on a subcontract basis to a number of medical and non-medical device companies. In addition, partly as a result of its excellent quality system and ISO13485 certification, UTMD performs subcontract assembly, testing and packaging of components that are proprietary to other medical device firms. UTMD believes that this practice helps better utilize its investment in fixed plant and equipment, and spreads overhead costs resulting in better profit margins on finished device sales.

MARKETING

UTMD competes on the basis of its value-added technologies and cost effective clinical solutions. UTMD believes that a number of its products are strong brands because they are recognized as clinically different, and consistently reliable in achieving their intended results. The Company's primary marketing challenge is to keep its customers focused on those differences and their important clinical benefits. Access to the clinical decision-makers, together with the active involvement of clinicians in medical device purchasing decisions, is critical to the Company's success.

UTMD's specialty focus, innovation and extensive experience in its specialties are important marketing attributes which help ensure its ability to successfully compete and survive in a consolidating marketplace where competitors try to degrade UTMD's product differences.

For U.S. hospitals, which now represent about 56% of UTMD's device sales, marketing efforts are complicated and fragmented. Although UTMD's focus is with clinicians who take responsibility for obtaining optimal patient care outcomes, other people who are primarily administrative are often responsible for hospital purchasing decisions.

DISTRIBUTION

An important success factor in the current healthcare industry is access to customers. Although the U.S. hospital supplier environment has been consolidating as a result of group purchasing organizations (GPOs), or their equivalent, establishing long term contracts with large medical device suppliers with diverse product lines in recent years, the financial relationships and true benefits for hospitals has come under increased scrutiny, both by hospitals' managements themselves and by the government. As a potential positive factor to UTMD's future performance, the increased scrutiny may lead to an understanding consistent with UTMD's belief that hospitals are not currently saving money under the GPO contracts. In addition, the longer term overall cost of care will continue to increase, with quality of care lower, as innovative suppliers are excluded from participating in the marketplace.

The length of time and number of administrative steps required in evaluating new products for use in hospitals has grown substantially in recent years. As a potential negative factor to future performance, as UTMD introduces new products it believes are safer and more effective, it may find itself excluded from certain customers because of the existence of long term supply agreements for existing products. UTMD may also be unable to establish viable relationships with other medical device companies that do have access to users but lack an interest in the Company's approach or demand too great a financial or administrative burden.

In the United States, UTMD sells its products through its own directly employed sales force and through selective independent manufacturer representatives. The direct representatives concentrate on applications for UTMD products where customer training and support are important. As of February 2009, the direct sales force is comprised both of "outside" representatives operating remotely in specific geographic areas, and "inside" representatives who operate primarily by telephone from corporate offices. Direct representatives are trained to understand the medical procedures being performed within UTMD's clinical focus. Through the use of its one-on-one contacts with physicians and other clinical practitioners directly involved in patient care, the direct sales force positions UTMD to gain market leadership with solutions to clinical problems. In addition to its direct representatives, UTMD utilizes third party consulting clinical specialists to augment its customer training programs.

When hospital customers request it, UTMD provides its products through national distribution companies, also known as Med/Surg distributors. Sales to Med/Surg distributors currently comprise about 10% of total domestic sales. In contrast, twelve years ago, national distributors and independent stocking distributors in the U.S. represented more than 65% of UTMD's direct domestic Ob/Gyn and Neonatal products business.

In addition to the above traditional sales approaches, UTMD encourages customers to take advantage of fast and easy online ordering at https://storefront.utahmed.com. UTMD introduced this advanced "portal" website in 2006. It

provides a convenient and secure method for placing orders, allows the customer to easily monitor the status of orders and shipments, and gives quick access to account information.

Additionally, UTMD sells component parts to other companies for use with their product lines. This OEM distribution channel effort is simply maximizing utilization of manufacturing capabilities that are otherwise needed for UTMD's primary business, and does not compete with or dilute UTMD's direct distribution and marketing programs.

Internationally, the Company sells its products through over 300 regional distributors and OEMs (other medical device manufacturers). The international business is driven by the initiative and resourcefulness of those independent distributors. UTMD's Internet website **www.utahmed.com** is a frequent conduit for international customer inquiries.

NEW PRODUCT DEVELOPMENT

New product development has been a key ingredient to UTMD's market identity. Product development takes three interrelated forms: 1) improvements, enhancements and extensions of current product lines in response to clinical needs or clinician requests, 2) introduction of new or augmented devices that represent a significant improvement in safety, effectiveness and/or cost of care, and 3) acquisitions of products or technology from others. Manufacturing process development is an equally important aspect that cannot be separated from the successful design and development of new products.

Because of UTMD's reputation as a focused product developer, its financial strength and its established clinician user base, it enjoys a substantial inflow of new product development ideas. Internal development, joint development, product acquisitions and licensing arrangements are all included as viable options in the investigation of opportunities. Only a small percentage of ideas survive feasibility screening. For internal development purposes, projects are assigned to a project manager who assembles an interdisciplinary, cross-functional development team. The team's objective is to have a clinically acceptable, manufacturable and FDA released product ready for marketing by a specific date. Approximately ten projects on the average, depending on the level of resources required, are underway at UTMD at any given time. More than 50% of assigned projects do not succeed in attaining a product that meets all of the Company's criteria. In particular, this includes a product that is highly reliable, easy to use, cost-effective, safe, useful and differentiated from the competition. Once a product is developed, tooled, fully tested and cleared for marketing by the FDA, there remains a reasonable probability it cannot be successfully marketed for any number of reasons, not the least of which is being beaten to the market by a competitor with a better solution, or not having access to users because of limitations in marketing and distribution resources or exclusionary contracts of GPOs.

UTMD's current product development projects are in three areas of focus: 1) labor & delivery, 2) neonatal intensive care, and 3) specialized procedures for the assessment and treatment of cervical/uterine disease. Internal product development expenses are expected to be in the range of 1-2% of sales in 2009. In 2008, 2007 and 2006 respectively, new product development expenses were $359 (1.3% of sales), $382 (1.3% of sales) and $316 (1.1% of sales).

EMPLOYEES

At December 31, 2008, the Company had 186 employees, and an additional six contract employees. The contract employees represent UTMD's desire to provide handicapped persons additional work opportunities, hired through the Utah state-supported Work Activity Center. The average tenure of UTMD's employees is about eleven years, which conveys an important benefit due to the level of training required to produce consistently high quality medical devices. The Company's continued success will depend to a large extent upon its ability to retain skilled employees. No assurances can be given that the Company will be able to retain or attract such employees in the future, although management is committed to providing an attractive environment in which reliable, creative and high achieving people wish to work.

None of the Company's officers or directors is bound by restrictive covenants from prior employers that limit their ability to contribute to UTMD's programs. All professional employees sign a code of conduct and a confidentiality and non-compete agreement as a condition of employment, and as consideration for receipt of stock option awards and participation in the annual sales and management bonus program. All employees participate in contemporaneous performance-based bonus programs. None of the Company's employees is represented by labor unions or other collective bargaining groups.

PATENTS, TRADEMARKS AND TECHNOLOGY LICENSES

The Company owns or exclusively licenses twenty-five unexpired patents, has three patents pending and is the licensee of certain other technology. There can be no assurance, however, that patents will be issued with respect to any pending applications, that marketable products will result from the patents or that issued patents can be successfully defended in a patent infringement situation. The Company also owns a number of trademarks which have achieved brand recognition.

The ability of the Company to achieve commercial success depends in part on the protection afforded by its patents and trademarks. However, UTMD believes that the protections afforded by patents and trademarks are less important to UTMD's business, taken as a whole, than a medical device's incremental clinical utility, which may be dominated by a number of other factors including relative cost, ease of use, ease of training/adoption, perceived clinical value of different design features, risk of use in applicable procedures, the reliability of achieving a desired outcome in the hands of different users and market access to potential users. In cases where competitors introduce products that may infringe on UTMD's technology, the Company has an obligation to its shareholders to defend its intangible property to the extent that it can afford to do so, and that it is material to the Company's success. The Company must also defend itself when competitors allege that UTMD may be infringing their technology.

As a matter of policy, UTMD has acquired and will continue to acquire the use of technology from third parties that can be synergistically combined with UTMD proprietary product ideas. During 2008, ongoing royalties included in cost of goods sold were $2. Other royalties have been previously paid as a lump sum, or are incorporated into the price of acquisitions, or into the cost of purchased components which practice certain patents of third parties. Also as a matter of policy, UTMD licenses its proprietary technology to others in circumstances where licensing does not directly compete with UTMD's own marketing initiatives. UTMD's future financial performance may also depend on the marketing ability of other companies that license UTMD's technology. During 2008 the Company received $450 in royalty income, the same as in 2007 and 2006. The patents have now expired under which the $450 annual royalty income of the last three years was received.

GOVERNMENT REGULATION

UTMD's products and manufacturing processes are subject to regulation by the U.S. Food & Drug Administration ("FDA"), as well as other regulatory bodies globally. The FDA has authority to regulate the marketing, manufacturing, labeling, packaging and distribution of medical devices in the U.S. In addition, requirements exist under other federal laws and under state, local and foreign statutes that may apply to the manufacturing and marketing of the Company's products.

All manufacturers of medical devices must register with the FDA and list all medical devices produced by them. In addition, prior to commercial distribution of some devices for human use, a manufacturer must file a notice with the FDA, setting forth certain information regarding the safety and effectiveness of the device that is acceptable in content to the FDA.

Devices which are classified in Class I are subject only to the general controls concerning adulteration, misbranding, good manufacturing practices, record keeping and reporting requirements. Devices classified in Class II must, in addition, comply with special controls or performance standards promulgated by the FDA.

All of UTMD's present products are unclassified, Class I or Class II devices. The Company is in compliance with all applicable U.S. regulatory standards including CFR Part 820, the FDA Quality System Regulation (QSR) effective in 1997, also known as cGMPs (current good manufacturing practices).

In 1994, UTMD received certification of its quality system under the ISO9001/EN46001 standards ("ISO" stands for "International Organization of Standardization") which it maintained until December 2003. In October 2003, UTMD's Utah facility was certified under the more stringent ISO13485 standard for medical devices. UTMD's Ireland facility was certified under the concomitant ISO13488 standard. In July 2006, both facility ISO certifications were upgraded to the even more stringent ISO13485:2003 standards, which continue to be maintained. UTMD remains on a continuous periodic audit schedule by its independent notified body in order to stay current with international regulatory standards, and retain its certification. The most recent audit was conducted in December 2008. UTMD has received formal product certifications allowing the use of the CE Mark (demonstrates proof of compliance with the European Community's ISO standards) for essentially all of its products. The U.S. FDA QSR was developed in harmony with the ISO standards.

SOURCES AND AVAILABILITY OF RAW MATERIALS

Most of the components which the Company purchases from various vendors are readily available from a number of sources. Alternative sourcing of various components is continually underway. Vendors are qualified by Corporate Quality Assurance. The Company has a vendor quality monitoring program that includes routinely checking incoming material for conformance to specifications, as required per written procedures.

EXPORTS

UTMD continues to regard the international marketplace as an important element of its growth strategy. UTMD is keenly aware that not only are international markets different from the U.S. market, but also that each country has its own set of driving influences that affects the dynamics of the nature of care given and medical devices used. In 1996 UTMD completed construction of a manufacturing facility in Athlone, County Westmeath, Ireland. The facility offers a number of advantages: 1) from a marketing point of view, better response to European Union customers, including a better understanding of customized needs, less costly distribution and duty-free access to 500 million patients; 2) from a regulatory point of view, faster new product introductions; and 3) from a manufacturing point of view, reduced dependence on one manufacturing site and increased capacity for existing U.S. facilities.

Revenues from customers outside the U.S. in 2008 were $8,668 (31% of total sales), compared to $8,576 (30% of total sales) in 2007 and $7,390 (26% of total sales) in 2006. After growing annually by 16% in each of the two prior years of 2007 and 2006, international sales in 2008 were up only 1%. This was due primarily to a stronger U.S. Dollar, as well as a general slowing of economic activity, in the 2H08. UTMD expects the slowing of international distributor orders that was experienced in 2H08 will continue into 2009. In early 2009, UTMD learned that its largest international customer located in Germany and third largest international customer located in South Africa, combined representing $2,327 (27%) of 2008 international sales, would not be purchasing UTMD products at least for the first quarter of 2009.

Blood pressure monitoring products represented 58% of international sales in 2008, 2007 and in 2006. International Ob/Gyn and neonatal product sales were $3,612 in 2008, compared to $3,586 in 2007 and $3,109 in 2006. For financial information by geographic area, please see notes 1, 5 and 10 to the Consolidated Financial Statements.

BACKLOG

"Backlog" is defined as orders received and accepted by UTMD which have not shipped yet. As a supplier of primarily disposable hospital products, the nature of UTMD's business requires fast response to customer orders. Virtually all direct shipments to end users are accomplished within a few days of receipt of customer purchase orders. Consequently, UTMD's backlog at any point in time is comprised mainly of orders from OEM and international customers, which purchase in larger quantities at less frequent intervals. Backlog shippable in less than 90 days was $685 as of January 1, 2009, $823 as of January 1, 2008 and $906 as of January 1, 2007. The lower backlog at the beginning of 2009 reflects the international slowdown described above.

SEASONAL ASPECTS

The Company's business is generally not affected by seasonal factors.

PRODUCT LIABILITY RISK MANAGEMENT

The risk of product liability lawsuits is a negative factor in the medical device business because devices are frequently used in inherently risky situations to help physicians achieve a more positive outcome than what might otherwise be the case. In any lawsuit against a company where an individual plaintiff suffers a physical injury, a possibility of a large award for damages exists whether or not a causal relationship exists. However, no such damages have been awarded against UTMD in its 30 year history.

UTMD is self-insured for product liability risk and reserves funds against its current performance on an ongoing basis to provide for its defense should any lawsuits be filed. The best defense the Company believes that it has is the consistent conformance to specifications of its proven safe and effective products. Over the time span of the last sixteen years, UTMD has been named as a defendant, along with each attending physician and hospital, in four lawsuits which involved a patient injury. All four were related to operative vaginal deliveries where a UTMD VAD birthing cup or hand pump was used by the surgeon. The VADS products in all four cases did conform to specifications. UTMD was ultimately dismissed as a defendant in the lawsuits, and legal costs were not material to performance. During the same sixteen year period of time, in which more than 18 million UTMD finished devices were used, no other UTMD product was the subject of a patient injury which resulted in a lawsuit.

FORWARD LOOKING INFORMATION

This report contains certain forward-looking statements and information relating to the Company that are based on the beliefs of management as well as assumptions made by management based on information currently available. When used in this document, the words “anticipate,” “believe,” “project,” “estimate,” “expect,” “intend” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the current view of the Company respecting future events and are subject to certain risks, uncertainties and assumptions, including the risks and uncertainties stated throughout the document. Although the Company has attempted to identify important factors that could cause the actual results to differ materially, there may be other factors that cause the forward statement not to come true as anticipated, believed, projected, expected, or intended. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those described herein as anticipated, believed, projected, estimated, expected or intended. Financial estimates are subject to change and are not intended to be relied upon as predictions of future operating results, and the Company assumes no obligation to update or disclose revisions to those estimates.

ITEM 1A – RISK FACTORS

General risk factors that may impact the Company’s revenues include: the market acceptance of competitive products; administrative practices of group purchasing organizations; obsolescence caused by new technologies; the possible introduction by competitors of new products that claim to have many of the advantages of UTMD’s products at lower prices; the timing and market acceptance of UTMD’s own new product introductions; UTMD’s ability to efficiently and responsively manufacture its products, including the possible effects of lack of performance of suppliers; opportunities in gaining access to important global distribution channels; budgetary constraints; the timing of regulatory approvals for newly developed products; regulatory intervention in current operations; and third party reimbursement of health care costs of patients.

Negative factors that may adversely impact future performance include managed care reforms or hospital group buying agreements that may limit physicians’ ability to choose certain products or procedures, new products introduced by other companies that displace UTMD’s products, new product regulatory approval delays, changes in the Company’s relationships with, or lack of performance of, its distribution partners, and loss of key personnel.

The length of time and number of administrative steps required in adopting new products for use in hospitals has grown substantially in recent years. As a potential negative factor to future performance, as UTMD introduces new products it believes are safer and more effective, it may find itself excluded from certain customers because of the existence of long term supply agreements for preexisting products. UTMD may also be unable to establish viable relationships with other medical device companies that do have access to users but lack an interest in the Company's approach or present unreasonable burdens.

Risk factors, in addition to the risks outlined in the previous paragraphs and elsewhere in this report that may impact the Company's assets and liabilities, as well as cash flows, include: risks inherent to companies manufacturing products used in healthcare, including claims resulting from the improper use of devices and other product liability claims; defense of the Company's intellectual property and infringement claims of others; productive use of assets in generating revenues; management of working capital, including inventory levels required to meet delivery commitments at a minimum cost; and timely collection of accounts receivable.

Additional risk factors that may affect non-operating income include: the continuing viability of the Company's technology license agreements; actual cash and investment balances; asset dispositions; and acquisition activities that may or may not require external funding.

ITEM 1B – UNRESOLVED STAFF COMMENTS

None

ITEM 2 - PROPERTIES

Office and Manufacturing Facilities.

The Company's current operations are located in a 100,000 square foot facility in Midvale, Utah, a suburb of Salt Lake City, a 20,000 square foot facility in Redmond, Oregon, and a 77,000 square foot facility in Athlone, County Westmeath, Ireland. UTMD owns its property and facilities in Utah and Ireland, with the exception of a long-term lease on one section of its Midvale parking lot. The Oregon facility is leased.

UTMD is a vertically-integrated manufacturing company. Capabilities include silicone and plastics-forming operations including injection molding, insert and over-molding, thermoforming and extrusion; sensor production; manual and automated assembly of mechanical, electrical and electronic components; parts printing; various testing modalities; advanced packaging in clean room conditions; and a machine shop for mold-making and fabrication of assembly tools and fixtures. Capabilities also include an R&D laboratory for both electronic and chemical processes, software development resources, communications and computer systems networked real time internationally, and administrative offices.

ITEM 3 - LEGAL PROCEEDINGS

The Company may be a party from time to time in litigation incidental to its business. Presently, there is no litigation for which the Company believes the outcome may be material to its financial results.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders through the solicitation of proxies or otherwise during the fourth quarter of the fiscal year covered by this report.

PART II

ITEM 5 - MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information.

UTMD's common stock trades on the NASDAQ Global Market (symbol:UTMD). The following table sets forth the high and low sales price information as reported by NASDAQ for the periods indicated:

	2008		2007	
	High	Low	High	Low
1st Quarter	$32.35	$27.13	$34.88	$31.24
2nd Quarter	30.05	26.80	34.59	29.30
3rd Quarter	30.01	24.96	32.84	29.50
4th Quarter	29.77	20.04	31.99	29.27

Stockholders.

The approximate number of beneficial stockholders of UTMD's common stock as of March 6, 2009 was 2,300.

Dividends.

The following sets forth cash dividends declared or paid during the past two years:

Record Date	Payable Date	Per Share Amount
December 14, 2006	January 4, 2007	0.21
March 15, 2007	April 4, 2007	0.22
June 15, 2007	July 5, 2007	0.22
September 14, 2007	October 3, 2007	0.22
December 14, 2007	January 3, 2008	0.225
March 14, 2008	April 3, 2008	0.225
June 16. 2008	July 3, 2008	0.225
September 15, 2008	October 3, 2008	0.225
December 16, 2008	December 30, 2008	0.23
2007 total paid		$0.87
2008 total paid		$1.13

Issuer Purchases of Equity Securities.

The following table details purchases by UTMD of its own securities during fourth quarter 2008.

Period	Total Number of Shares purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs (1)
10/01/08 – 10/31/08	27,171	$ 26.38	27,171	see (1) below
11/01/08 - 11/30/08	118,623	23.79	118,623	
12/01/08 - 12/31/08	108,305	21.65	108,305	
Total	254,099	$ 23.15	254,099	

(1) In fourth quarter 2008 UTMD repurchased an aggregate of 254,100 shares of its common stock at an average cost of $23.15 per share pursuant to a continued open market repurchase program instituted in August 1992. Since 1993 through 2008, the Company has repurchased 6,714,100 shares at an average cost of $12.44 per share including broker commissions and fees in open market transactions. In addition, the Company conducted tender offer transactions in which it purchased an additional 2,775,700 shares at an average cost of $9.76 per share including

fees and administrative costs. In total, UTMD has repurchased 9.5 million of its shares at an average price of $11.66 per share since 1993. To complete the picture relating to current shares outstanding, since 1993 the Company's employees and directors have exercised and purchased 1.6 million option shares at an average price of $9.02 per share. All options were awarded at the market value of the stock on the date of the award.

The frequency of UTMD's continuing open market share repurchases will depend on the availability of sellers and the price of the stock. The board of directors has not established an expiration date or a maximum dollar or share limit for UTMD's continuing long term program of open market share repurchases.

The purpose of UTMD's share repurchases is to maximize the value of the Company for its continuing shareholders, and maximize its return on shareholder equity by employing excess cash generated from effectively managing its business. UTMD does not intend to repurchase shares that would result in terminating its NASDAQ Global Market listing.

ITEM 6 - SELECTED FINANCIAL DATA

Dollar amounts are in thousands, except per share data.

The following selected consolidated financial data of UTMD and its subsidiaries for the five years ended December 31, 2008, are derived from the audited financial statements and notes of UTMD and its subsidiaries, certain of which are included in this report. The selected consolidated financial data should be read in conjunction with UTMD's Consolidated Financial Statements and the notes included elsewhere in this report.

	Year Ended December 31				
	2008	2007	2006	2005	2004
Net Sales	$27,782	$28,502	$28,753	$27,692	$26,485
Net Income	7,205	7,905	8,168	7,547	10,220
Earnings Per Common Share (Diluted)	1.86	1.98	2.02	1.80	2.19
Total Assets	38,821	45,986	44,187	41,642	41,262
Working Capital	21,511	26,767	25,030	22,230	20,194
Long-term Debt	1,828	3,689	4,383	4,883	-
Cash Dividends Per Common Share	1.13	0.87	0.74	0.61	0.30

	Quarterly Data for 2008			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net Sales	$6,890	$7,115	$7,181	$6,596
Gross Profit	3,750	3,921	3,937	3,410
Net Income	1,891	1,917	1,820	1,577
Earnings Per Common Share (Diluted)	.48	.49	.47	.42

	Quarterly Data for 2007			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net Sales	$7,118	$7,211	$7,097	$7,076
Gross Profit	3,937	4,005	3,973	3,873
Net Income	1,944	1,985	2,021	1,955
Earnings Per Common Share (Diluted)	.48	.50	.51	.49

ITEM 7 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Dollar amounts are in thousands except per-share amounts and where noted.

The following comments should be read in conjunction with the accompanying financial statements.

Productivity of Assets and Working Capital.

a) Assets. Year-end 2008 total assets were $38,821 compared to $45,986 in 2007. The decrease was due primarily to a $6,347 decrease in cash and investments. In 2008, UTMD used its cash to repurchase 321,000 of its shares for $7,792 and pay $4,329 in dividends to shareholders As a result, the 2008 productivity of total assets (= average total asset turns; total sales divided by average total assets for the year) was about 4% higher than in 2007 . Both years' productivity was diluted by UTMD's substantial cash-equivalent balances. Year-end 2008 and 2007 cash and investment balances were $16,025 and $22,372, representing 42% and 49% of total assets, respectively. UTMD also used its cash generated in Ireland in 2008 to reduce the principle on the Ireland loan by $2,020. Excluding average cash and investment balances, average total asset turns were 1.2 in both 2008 and 2007. In 2009, total assets excluding cash and investment balances will continue to be substantially less than annual sales, which benefits return on average shareholders equity (ROE). Other asset changes which aided the decline in total assets included a $479 decrease in the net book value of property and equipment due to depreciation, and a $388 decrease in receivables due to lower sales and better A/R collections performance.

Property, plant and equipment (PP&E) assets are comprised of Utah, Oregon and Ireland manufacturing molds, production tooling and equipment, test equipment, computer/communications equipment and software, and the Utah and Ireland facilities. UTMD leases the Oregon facility as a result of the 1997 CMI acquisition, and a portion of its Midvale, Utah parking lot. In 2008, net consolidated PP&E (depreciated book value of all fixed assets) decreased $479 as a result of $544 in depreciation, capital expenditures of $274 and the effect of currency exchange rates on equipment in Ireland. The net book value of PP&E in the U.S. decreased $168, and in Ireland decreased $311. The year-end 2008 net book value (after accumulated depreciation) of consolidated PP&E was 32% of actual acquisition cost. Since UTMD's PP&E is in good working order and capable of supporting increased sales activity, the continued productivity of fixed assets will remain a source of future profitability. In 2009, depreciation of fixed assets should again equal or exceed new PP&E purchases required to sustain current operations.

Average 2008 inventory turns were 4.0 despite lower sales, and continued to meet management's objective. Net (after allowance for doubtful accounts) year-end trade accounts receivable (A/R) balances decreased $360 or about 10% while 2008 sales activity decreased 3%. The resulting average days in A/R on December 31, 2008 of 46 days, based on 4Q 2008 shipments, improved from 47 days at the end of 2007. This performance remained well within management's continuing objective of 55 days. A/R over 90 days from invoice date at year-end 2008 were 3% of total A/R, down significantly from 10% at the end of 2008. The Company believes the older A/R will be collected or are within its reserve balances for uncollectible accounts.

Working capital at year-end 2008 was $21,511 compared to $26,767 at year-end 2007. Both of those amounts exceed UTMD's working capital needs for internally financing growth in normal operations. UTMD's current ratio (current assets divided current liabilities) increased to 13.2 from 9.5 due to a $1,397 (44%) decline in the denominator. Accrued liabilities, a subset of current liabilities (C/L), declined $1,263 because of lower accrued management bonuses and the fact that in 2008 the 4Q08 shareholder dividend was paid at the end of December instead of early January, as in prior years. The current portion of the Ireland note, which is also included in C/L, declined by $158. UTMD expects to be able to maintain a very healthy current ratio in 2009.

Net (after accumulated amortization) intangible assets, which are comprised of goodwill resulting from acquisitions and the costs of obtaining patents and other intellectual property including technology rights, were $7,414 at the end of 2008 compared to $7,449 at the end of 2007. UTMD's goodwill balance is $7,191. Under current GAAP, goodwill is not expensed unless and until the market value of the acquired entity becomes impaired. The three acquisitions of 1997, 1998 and 2004 continue to be viable parts of UTMD's overall business, representing 35% of total sales in 2008. UTMD does not expect the current intangible value of goodwill associated with the acquisitions to become impaired in 2009. Purchases of other intangibles of $13 in 2008 were offset by $47 in

amortization expense. Net intangible assets at the end of 2008 represented 19% of total assets compared to 16% at the end of 2007.

b) Liabilities. In 2008, UTMD's total liabilities decreased $3,181 from the end of 2007. The resulting 2008-ending total debt ratio was 10% of total assets, down from a total debt ratio of 16% at the end of 2007. Current liabilities declined primarily because of the decrease in accrued expenses and the current portion of the Ireland loan, as noted above. The Ireland note payable as a whole, denominated in Euros, declined $2,019 in USD book value compared to actual principal payments of $1,917. The difference results from currency exchange in the value of the USD compared to the Euro. In thousand Euro, the note declined 47% from €2,791 at the beginning of 2008 to €1,485 at the end of 2008. As a reminder to shareholders, the note was initiated in December 2005 to finance repatriation of profits achieved in Ireland since 1996 through 2005 under The American Jobs Creation Act of 2004. UTMD Ltd. plans to repay this note from profits generated in Ireland over the next two to three years. In addition to liabilities on the balance sheet, UTMD has operating lease and purchase obligations described in note 7.

Results of Operations.

a) Revenues. Global consolidated sales in 2008 were $27,782, compared to $28,502 in 2007 and $28,753 in 2006.

Domestic sales were $19,113 in 2008, compared to $19,926 in 2007 and $21,363 in 2006. UTMD divides its domestic sales into two distribution channels: "direct sales" which are sales to end user customers by UTMD's direct sales force, independent commissioned sales reps, specialty distributors and national hospital distribution companies, and "OEM sales" which are component sales to other companies where products are packaged and resold as part of another company's finished product offerings. As a percentage of total domestic sales, direct domestic sales were 92% in 2008, and 94% in both 2007 and 2006. Therefore, domestic OEM sales were 8% of total domestic sales in 2008, and 6% of sales in both 2007 and 2006. Domestic direct sales represented 63% of global consolidated sales in 2008, compared to 66% in 2007 and 70% in 2006.

International (foreign) sales in 2008 were $8,668 compared to $8,576 in 2007 and $7,390 in 2006. International sales grew to 31% of global consolidated sales in 2008, compared to 30% in 2007 and 26% in 2006. Of the 2008 international sales, 55% were to customers in Europe compared to 55% in 2007 and 53% in 2006. Ireland operations (UTMD Ltd.) shipped 46% of international sales (in USD terms) in 2008, compared to 51% in 2007 and 52% in 2006. UTMD Ltd. trade shipments were down 17% in Euro terms, and down 10% in USD terms, in 2008 compared to 2007.

UTMD groups its sales into four general product categories: 1) obstetrics, comprised of labor and delivery management tools for monitoring fetal and maternal well-being, for reducing risk in performing difficult delivery procedures and for improving clinician and patient safety; 2) gynecology/ electrosurgery/ urology, comprised of tools for gynecological procedures associated primarily with cervical/ uterine disease including LETZ, endometrial sampling, transvaginal uterine sonography, diagnostic laparoscopy, and other MIS procedures; specialty excision and incision tools; conservative urinary incontinence therapy devices; and urology tools; 3) neonatal critical care, comprised of devices that provide developmentally-friendly care to the most critically ill babies, including providing vascular access, enteral feeding, administering vital fluids, maintaining a neutral thermal environment, providing protection and assisting in specialized applications; and 4) blood pressure monitoring/ accessories/ other, comprised of specialized components as well as molded parts sold on an OEM basis to other companies. In these four categories, UTMD's primary revenue contributors enjoy a significant market share and may have differentiated product features protected by patents.

Global revenues by product category:

	2008	%	2007	%	2006	%
Obstetrics	$7,054	25	$8,473	30	$9,371	33
Gynecology/ Electrosurgery/ Urology	6,157	22	6,143	21	6,106	21
Neonatal	7,334	27	7,062	25	7,073	25
Blood Pressure Monitoring and Accessories*	7,236	26	6,824	24	6,203	21
Total:	$27,782	100	$28,502	100	$28,753	100

*includes molded components sold to OEM customers.

International revenues by product category:

	2008	%	2007	%	2006	%
Obstetrics	$ 572	7	$ 881	10	$ 764	10
Gynecology/ Electrosurgery/ Urology	2,193	25	1,944	23	1,820	25
Neonatal	847	10	761	9	525	7
Blood Pressure Monitoring and Accessories*	5,056	58	4,990	58	4,281	58
Total:	$ 8,668	100	$ 8,576	100	$ 7,390	100

*includes molded components sold to OEM customers.

As a summary explanation of revenues in the above tables,

1. Obstetrics. The $1,419 decline in total obstetrics (L&D) device sales in 2008 was primarily the result of the restrictive effects of U.S. GPO administrative agreements. For example, GPO restrictions included a sole source contract consummated by HealthTrust Purchasing Group (HPG) with a UTMD competitor for IUPCs and VADS which took effect on September 1, 2007. These specialty catheters and surgical tools are clearly in the category of "clinician preference products." The HPG sole source agreement violates the mandate by the U.S. Senate Judiciary Antitrust Subcommittee in April 2002 that GPOs only allow multi-source contracting for clinician-preference products, as well as the ensuing "Healthcare Group Purchasing Industry Initiative" code of ethics, of which HPG was a founding member. It also represented a violation of HPG's own code of ethics, which states in Section HPG.008, "No GPO should come between hospital administration and their physicians when it comes to the choice of medical devices needed to treat the patient. To this end, HealthTrust offers a complete line of contracts in these areas [clinician-preference products] that provides substantial choice to our members and their physicians." In the U.S., 2008 sales of Intran Plus intrauterine pressure catheters (IUPCs) declined $1,016 and sales of CMI vacuum-assisted delivery systems (VADS) declined $112. About 10% of the IUPC decline resulted from lower prices. The silver lining of this decline is that the Company's reliance on a single product is much less concentrated; i.e., in 2008, U.S. IUPC sales were 17% of total sales compared to 2004 when U.S. IUPC sales were 31% of total sales. The $1,129 decline in U.S. IUPC and VADS sales but only $720 decline in total sales indicates that UTMD's sales of its other devices and its international business are expanding.

2. International gynecology/ electrosurgery/ urology (ES/gyn) product sales increased $248 (13%), while U.S. ES/gyn sales declined $235 (6%). As a result of the 2007 American Society for Colposcopy and Cervical Pathology (ASCCP) revised guidelines for the treatment of CIN, which advised greater monitoring of lower grade lesions in lieu of surgical treatment, UTMD observed approximately a 10% decline in use of LETZ electrodes from a consistent gynecology customer base. The effect of the new guidelines now seems to have stabilized.

3. Neonatal critical care device (NICU) sales increased $186 (3%) in the U.S. and $86 (11%) internationally. In the U.S., because products in this category are sold to hospitals, sales are affected by GPO restrictions. However, because NICU devices are more diverse and lower volume than in L&D, and because of the special nature of the patients, UTMD believes that clinicians remain more heavily involved in product selection. Therefore, U.S. GPO administrative deals are less of a challenge in supplying specialty NICU devices than for L&D. UTMD expects that NICU devices will lead its sales growth in 2009.

4. Blood pressure monitoring and accessories (BPM). U.S. BPM sales increased $347 (19%), while international BPM sales increased $66 (1%). Virtually all of UTMD's domestic OEM sales were included in the BPM category in 2008. Domestic OEM sales increased $274 (22%) compared to 2007. The category includes molded components (some of which are not related to medical devices) sold to other companies for use in their products. In contrast to the other product categories, international sales of BPM devices comprise most (70% in 2008 and 73% in 2007) of UTMD's BPM sales. UTMD's BPM sales depend heavily on successful marketing by international distributors and OEMs. Due to a stronger US Dollar and a general economic downturn, UTMD experienced substantial slowing of international distributor orders for BPM products in 2H08, and expects that it will continue into 2009. In early 2009, UTMD learned that its largest international customer located in Germany and third largest international customer located in South Africa, combined representing $2,327 (27%) of 2008 international sales, would not be purchasing UTMD products at least for the first quarter of 2009.

Looking forward to 2009, UTMD's improvement in domestic direct sales depends on its ability to obtain medical staff involvement in purchasing decisions for UTMD's "physician-preference" products used in U.S. hospitals where administrators are making the product decisions through the use of GPOs contracts awarded on bases which may not adequately take into consideration the total cost of patient care, which includes complication rates and longer term health outcomes. An important factor in UTMD's ability to compete in this administratively cumbersome environment is its continuing ability to develop devices that are clearly differentiated on the basis of patient safety and better health outcomes. Despite the apparent weakness in international sales entering the year, and excluding the possibility of acquisition of a new product line with established sales, management projects overall revenues in 2009 about the same as in 2008. This assumes continued increases in domestic NICU and ES/Gyn sales of about 5%.

b) Gross Profit. UTMD's 2008 gross profit, the surplus after subtracting costs of manufacturing, inspecting, packaging, sterilizing and shipping products (CGS) from net revenues, was $15,018 compared to $15,788 in 2007 and $16,147 in 2006. Gross profit margins (GPMs), gross profits expressed as a percentage of net sales, were 54.1% in 2008 compared to 55.4% in 2007 and 56.2% in 2006. The GPM in 2008 was lower for several reasons:

1) Because many of UTMD's manufacturing overhead expenses are fixed in order to preserve capabilities, the lower consolidated sales activity in 2008 had a higher overhead content. UTMD retains facilities and other manufacturing infrastructure well in excess of its current needs, which will help GPM when sales expand.

2) Because of competition and a number of long term fixed pricing agreements, UTMD had a limited ability to increase product prices in 2008, at the same time direct labor and direct materials costs were increasing fairly substantially.

3) In 2008, UTMD reduced domestic prices of its IUPCs by 3%. This represented 11% of the obstetrics sales decline and 20% of the decline in total gross profits. Management doesn't expect any significant price decreases in 2009.

4) UTMD conducted an IUPC recall in 2008 due to potentially defective packaging, for which it estimates a marginal cost, after applying its warranty reserve, of about a half percentage point in total GPM. The recall was completed successfully without any indication of a risk of patient injury, and with no interruption to the supply of IUPCs needed by hospital customers.

5) The distribution mix helped lower the average GPM since domestic OEM and international sales increased while domestic direct sales decreased. GPMs on domestic direct sales must be higher in order to support sales and marketing expenses that are not associated with domestic OEM and international sales.

UTMD expects 2009 GPM to again be under pressure as a result of higher direct labor, direct materials and overhead costs with about the same projected sales.

UTMD utilizes OEM sales as a means to help maximize utilization of its capabilities established to satisfy its direct sales business. As a general rule, prices for OEM sales expressed as a multiple of direct variable manufacturing expenses are lower than for direct sales because, in the OEM and international channels, UTMD's business partners incur significant expenses of sales and marketing. Because of UTMD's small size and period-to-period fluctuations in OEM business activity, allocations of fixed manufacturing overhead expenses cannot be meaningfully allocated between direct and OEM sales. Therefore, UTMD does not report GPM by sales channels.

c) Operating Income. Operating income is the surplus after operating expenses are subtracted from gross profits. Operating expenses include sales and marketing (S&M) expenses, product development (R&D) expenses and general and administrative (G&A) expenses. Combined operating expenses were $4,629 in 2008, compared to $5,032 in 2007 and $5,312 in 2006. The lower operating expenses were primarily due to $268 lower accrued management bonuses and $74 lower GPO fees.

	2008	2007	2006
R&D expenses	$ 359	$ 382	$ 316
S&M expenses	1,816	2,075	2,272
G&A – a) litigation expense provision	80	127	230
G&A – b) corporate legal expenses	48	15	21
G&A – c) stock option compensation expense	120	95	140
G&A – d) management bonus accrual	148	378	380
G&A – e) outside accounting audit/tax expenses	167	134	100
G&A – f) all other expenses	1,891	1,826	1,854
G&A expenses – total	2,454	2,575	2,725
Total operating expenses	$ 4,629	$ 5,032	$ 5,312

Operating income in 2008 was $10,389 compared to $10,756 in 2007, and $10,835 in 2006. UTMD's operating profit margin (operating income divided by total sales) was 37.4% in 2008, compared to 37.7% in both 2007 and 2006. Looking forward to 2009, UTMD expects an operating margin of about 36%, as it plans to increase expenses in all three areas of S&M, R&D and G&A with about the same volume of sales as in 2008.

i) S&M expenses: S&M expenses are the costs of communicating UTMD's differences and product advantages, providing training and other customer service in support of the use of UTMD's solutions, attending clinical meetings and medical trade shows, processing orders and funding GPO fees. Because UTMD sells internationally through third party distributors, its S&M expenses are predominantly for U.S. business activity where it sells directly to clinical users. The largest component of S&M expenses is the cost of directly employing representatives that solicit product sales and provide customer support across the U.S. The decline in S&M expenses primarily reflects fewer direct sales representatives. As a percent of total sales, S&M operating expenses were 6.5% in 2008, 7.3% in 2007 and 7.9% in 2006. In 2009, UTMD intends to increase S&M expenses, but hold the ratio to total sales to about 7%.

ii) R&D expenses: R&D expenses include the costs of investigating clinical needs, developing innovative concepts, testing concepts for viability, validating methods of manufacture, completing premarketing regulatory documentation and other activities required for design control, responding to customer requests for product enhancements, and assisting manufacturing engineering on an ongoing basis in developing new processes or improving existing processes. As a percent of sales, R&D expenses were 1.3% in 2008 compared to 1.3% in 2007 and 1.1% in 2006. UTMD will continue to opportunistically invest in R&D in order to reinvigorate its product development pipeline. In 2009, R&D expenses should remain in the range of 1-2% of sales.

iii) G&A expenses: G&A expenses include the "front office" functional costs of executive management, finance and accounting, corporate information systems, human resources, shareholder relations, risk management, protection of intellectual property, and legal costs. Aggregate G&A expenses as a percent of sales were 8.8% in 2008, 9.0% in 2007 and 9.5% in 2006. Except for the categories of G&A expenses isolated in the table above, UTMD's G&A expenses have remained fairly consistent over the last three years. The following lettered items refer to the same G&A subcategories in the table above:

a) If no currently unforeseen litigation arises, UTMD expects litigation expenses in 2009 to continue to decline.
b) The increase in 2008 corporate legal expenses was essentially due to the legal costs associated with the filing of SEC Form S-3, Registration Statement Under the Securities Act of 1933, in 3Q 2008. In 2009, UTMD expects a return to expenses more consistent with those in 2007 and 2006.
c) Stock option expense in 2008 was calculated using a Black-Scholes pricing model for unvested options. Please see Note 9 to "Notes to Consolidated Financial Statements" for further explanation. In 2009, UTMD expects option expense about the same as in 2007.
d) The difference in 2008 management bonus compared to the two earlier years was due to the fact that UTMD's CEO did not receive a 2008 management bonus. Accrued bonuses in 2009 will continue to depend both on UTMD's overall performance and each individual's performance.

e) UTMD's personnel, fundamental business activities, internal control systems and financial reporting mechanisms have remained relatively unchanged over the last several years. Nevertheless, due to the "Accountants' Full Employment Act of 2002", also known as "The Sarbanes-Oxley Act of 2002", outside auditor and tax consultant costs have grown rapidly. Still, UTMD's costs remain below these expenses incurred by most companies. Management expects 2009 accounting/financial controls audit costs will remain about the same as in 2008.

d) Non-operating Income, Non-operating Expense and EBT. Non-operating income (NOI) includes royalties from licensing UTMD's technology, rent from leasing underutilized property to others, income earned from investing the Company's excess cash and gains or losses from the sale of assets, offset by non-operating expenses which include interest on the Ireland bank loan, bank service fees and excise taxes. NOI was $388 in 2008, compared to $1,283 in 2007 and $1,582 in 2006.

1) Investment of excess cash. Investment income (including gains and losses on sales) in 2008 was $115, compared to $1,022 in 2007 and $1,383 in 2006. In 2008, average interest rates were substantially lower and the Company realized an investment loss of $718 due just to the failure of Washington Mutual (WM) savings and loan. UTMD recognized capital gains and corporate dividends of $306 on other common stock investments which helped offset the loss. The WM holding represented about 3.5% of UTMD's investment portfolio at cost. Capital gains (or losses) and dividends from investments in common stocks were ($407) in 2008, $20 in 2007 and $593 in 2006. The capital gains in the two earlier years allowed the loss in 2008 to be fully tax-deductible. The Company also holds investments in CitiCorp (C) and General Electric (GE) common stock which together were about $405 below their aggregate purchase price at the end of 2008. When purchased, these holdings at cost represented less than 3% of UTMD's total investment portfolio. Unless one or both of the companies fail, as was the case with WM, UTMD will not sell the holdings at current prices, expecting that they will recover in value, and therefore will not have an associated NOI loss which impacts earnings. Currently, 99% of UTMD's cash investments are being held in interest bearing money market securities yielding only about 1.2%.

2) Royalties. Annual royalties received in all three years were $450, which came from the license of patents which expired during 2008. Presently, there are no other patents under which UTMD is receiving royalties from other parties.

3) Interest Expense. In 2008, UTMD paid $198 in interest expense on the Ireland loan, compared to $270 in 2007 and $255 in 2006. The interest expense results from borrowing €4.5 million ($5,336) in December 2005 to allow the repatriation of profits generated by UTMD's Ireland subsidiary since 1996 through 2005. Due to a lower loan balance as well as lower expected interest rates, UTMD estimates that its interest expense will be less than $80 in 2009, resulting in about $120 less interest cost in 2009 compared to 2008.

4) Other NOI. Income received from renting underutilized warehouse space in Ireland and parking lot space in Utah for a cell phone tower, offset by bank fees and excise taxes, was $21 in 2008, $80 in 2007 and $5 in 2006. UTMD expects other NOI in 2009 will be about ($18) because of expected lack of Ireland warehouse space rent in a soft economic period of time.

UTMD expects total 2009 NOI will be approximately $200. That estimate does not include the possibility of a failure of Citibank that would require recognition of a capital loss of approximately $494. The estimated 2009 NOI may also be lower if UTMD utilizes its invested cash for an acquisition, unexpected litigation costs or substantial share repurchases.

Earnings before income taxes (EBT) result from adding UTMD's non-operating income to its operating income. EBT was $10,777 in 2008, compared to $12,038 in 2007 and $12,418 in 2006. EBT margin is EBT divided by total sales. UTMD's EBT margin was 38.8% in 2008, 42.2% in 2007 and 43.2% in 2006. UTMD is targeting 2009 EBT of about $10,500, as operating income is projected to be lower and non-operating income in the range of 36-37% of sales.

e) Net Income, EPS and ROE. Net income is EBT minus income taxes, often called the "bottom line". Net income was $7,205 in 2008, $7,905 in 2007 and $8,168 in 2006. The effective consolidated corporate income tax provision rate was 33.1%, 34.3% and 34.2% respectively. Year to year fluctuations in the tax rate may result from: 1) variations in profits of the Ireland subsidiary which is taxed at a 10% rate on exported manufactured products and a 25% rate on rental and other types of income; 2) special U.S. tax exclusions such as the manufacturing profit deduction; 3) higher marginal tax rates for EBT above $10 million; and 4) other factors such as R&D tax credits. Management expects the 2009 consolidated income tax provision rate to be closer to the 2007 and 2006 rates.

UTMD's net income expressed as a percentage of sales was 25.9% in 2008, 27.7% in 2007 and 28.4% in 2006. UTMD's profitability has consistently ranked it in the top performance tier of all U.S. publicly-traded companies, and has been a primary driver for UTMD's past excellent returns on shareholders' equity (ROE).

Earnings per share (EPS) is net income divided by the number of shares of stock outstanding (diluted to take into consideration stock option awards which are "in the money," i.e., have exercise prices below the applicable period's weighted average market value). Diluted EPS were $1.858 in 2008, $1.982 in 2007 and $2.020 in 2006. If UTMD achieves the projections above for 2009, EPS will be approximately the same as in 2008 as a result of fewer outstanding shares.

The end of 2008 weighted average number of diluted common shares (the number used to calculate diluted EPS) were 3,878 (in thousands), compared to 3,989 shares in 2007 and 4,043 shares in 2006. Dilution for "in the money" unexercised options for the year 2008 was 35 shares (in thousands), compared to 62 in 2007 and 100 in 2006. The total number of options outstanding at year-end 2008 declined 2% from year-end 2007. Dilution decreased in 2008 from 2007 because the average number of options outstanding decreased, and because the share price in the stock market decreased, diminishing the dilutive effect of each option. Actual outstanding common shares as of December 31, 2008 were 3,602,761.

Return on shareholders' equity (ROE) is the portion of net income retained by UTMD (after payment of dividends) to internally finance its growth, divided by the average accumulated shareholders' equity during the applicable time period. ROE includes balance sheet measures as well as income statement measures. ROE for 2008 was 10% excluding the fifth dividend payment which would normally have been paid in January 2009 (20% before dividends), compared to 12% (21% before dividends) in 2007 and 15% (24% before dividends) in 2006. UTMD's ROE is primarily driven by its high net profit margin, which in 2008 declined to 25.9% from 27.7% in 2007. ROE was also reduced by a lower debt ratio as UTMD nearly cut its bank loan balance in Ireland by half and had no dividend payable at year-end 2008, but was aided by higher total asset turns. UTMD's ROE (before dividends) has averaged 31% per year over the last 23 years. This ratio determines how fast the Company can afford to grow without diluting shareholder interests. For example, a 30% ROE will financially support 30% annual growth in revenues without having to issue more stock.

Looking forward, unless UTMD utilizes its cash to make an acquisition or actively repurchase shares, 2009 ROE will be lower than 2008 because the 2009 net profit margin is projected to be lower while financial leverage and asset utilization remain about the same. Retaining a high cash balance which returns only about 1-2% dilutes overall ROE.

Liquidity and Capital Resources.

Cash Flows.

Net cash provided by operating activities, including adjustments for depreciation and other non-cash operating expenses, along with changes in working capital and the tax benefit attributable to exercise of employee incentive stock options, totaled $7,762 in 2008, compared to $7,474 in 2007 and $8,403 in 2006. Compared to 2007, net cash provided by operating activities in 2008 was higher due to a $898 smaller decrease in gain on investments (which occurred largely because the WM capital loss was recognized in net income) and a $482 larger decrease in accounts receivable, among other changes that were generally consistent with excellent balance sheet management in the presence of lower sales activity. Accelerating into December 2008 the payment of the cash dividend that normally would have been paid in January 2009 resulted in $836 less cash provided by operating activities in 2008.

The Company's use of cash for investing activities was primarily as a result of purchases of liquid investments, in an effort to maximize returns on excess cash balances while maintaining safety and liquidity. UTMD expended $2,650 in 2008 on such purchases, compared to $2,000 in 2007 and $6,600 in 2006. In 2008, UTMD received $7,792 from selling short-term investments, compared to $2,023 in 2007 and $4,306 in 2006. No acquisitions requiring investment of cash were made in any of the three years.

In 2008, UTMD received $224 and issued 18,369 shares of stock upon the exercise of employee stock options. Employees exercised a total of 20,169 option shares in 2008, with 1,800 shares immediately being retired as a result of some optionees trading the shares in payment of the exercise price of the options. The Company received a $42 tax benefit from option exercises in 2008. UTMD repurchased 320,905 shares of stock in the open market at a cost of $7,792 during 2008. Option exercises in 2008 were at an average price of $13.79 per share. Share repurchases in the open market were at an average cost of $24.28 per share, including commissions and fees. In comparison, in 2007 UTMD received $180 from issuing 27,519 shares of stock on the exercise of employee stock options, including 7,543 shares retired upon optionees trading those shares in payment of the stock option exercise price. In 2006, the Company received $627 from issuing 155,823 shares of stock on the exercise of employee and director stock options, including 168,725 shares retired upon employees and directors trading those shares in payment of the stock option exercise price and related tax withholding subject to statutory limitations. UTMD paid $2,700 in 2006 to meet tax withholding requirements on options exercised, but received a $2,450 tax benefit from those exercises.

UTMD did not borrow during 2008, 2007 or 2006. In December 2005, UTMD's foreign subsidiary borrowed €4.5 million ($5,336) to allow repatriation (from Ireland to the U.S.) of profits achieved since 1996, per The American Jobs Creation Act of 2004. During 2008, the Bank of Ireland loan terms were modified to no longer require a guarantee by UTMD's line of credit with U.S. Bank. The U.S. Bank line of credit terminated on May 31, 2008. In 2008, UTMD made repayments of $1,917 on the Ireland note, compared to $1,239 in 2007 and $1,057 in 2006.

Management believes that future income from operations and effective management of working capital will provide the liquidity needed to finance internal growth plans. Planned 2009 capital expenditures are expected to be less than $500 to keep facilities, equipment and tooling in good working order. In addition, UTMD may use cash in 2009 for selective infusions of technological, marketing or product manufacturing rights to broaden the Company's product offerings; for continued share repurchases when the price of the stock is undervalued; and if available for a reasonable price, acquisitions that may strategically fit UTMD's business and are accretive to performance.

In summary, management plans to utilize cash not needed to support normal operations in one or a combination of the following: 1) to make investments in new technology and/or processes; 2) to acquire a product line that will augment revenue growth and better utilize UTMD's existing infrastructure; and/or 3) to repurchase UTMD shares in the open marketplace.

Management's Outlook.

In summary, in 2009 UTMD plans to

1) work to retain its significant global market shares of established key specialty products,
2) accelerate revenue growth of newer products;
3) develop additional proprietary products helpful to clinicians through internal new product development;
4) continue achieving excellent overall financial operating performance;
5) look for new acquisitions to augment sales growth; and
6) utilize current cash balances in shareholders' best long-term interest, including continued cash dividends and open market share repurchases.

The safety, reliability and performance of UTMD's products are high and represent significant clinical benefits while providing minimum total cost of care. In the U.S., UTMD will continue to leverage its reputation as an innovator which will responsively take on challenges to work with physicians who use its products in specialty hospital areas, or outside the hospital in their office practices. Internationally, where UTMD must depend on the knowledge, focus, relationships and energy of independent distributors, management will continue to closely monitor performance and recruit needed business partners.

UTMD will continue to focus on differentiating itself, especially from commodity-oriented competitors. UTMD is small, but its employees are experienced and diligent in their work. UTMD's passion is in providing innovative clinical solutions that will help reduce health risks for women and their babies. The Company has a fundamental focus to do an excellent job in meeting customers' and patients' needs, while providing shareholders with excellent returns.

Despite the decline in EPS and share price over the last two years, looking back eight years to the end of 2000, UTMD's EPS have more than doubled and the resulting year-ending share price has almost tripled. Combining this performance with steadily growing dividends since 2004, longer term UTMD shareholders have experienced excellent returns. In comparison, the NASDAQ Composite, S&P 500 Index and DJIA indices declined 36%, 32% and 19%, respectively, over that same eight year time span.

In 2008, while the year ending share price decreased 26% (largely in 4Q), UTMD increased dividends/share actually paid (not counting the dividend paid in late December 2008 that would normally have been paid in January 2009) to shareholders by 3.5% (from $.87 in 2007 to $.90 in 2008), and decreased shares outstanding at the end of the year by 7.7%. This was accomplished in 2008 by UTMD continuing to achieve a high positive cash flow. UTMD's balance sheet is strong enough to be able to finance a substantial acquisition in 2009 without issuing stock, should an immediately accretive one become available. In 2008, UTMD also filed an S-3 "shelf" registration statement that gives it speed and flexibility in obtaining additional financing should an acquisition that exceeds current cash availability become available. In considering acquisitions, UTMD looks to acquire successful companies, products or technologies that will enhance its specialist focus, but not significantly increase its business risk and not dilute its financial performance.

Off Balance Sheet Arrangements

None

Contractual Obligations

The following is a summary of UTMD's significant contractual obligations and commitments as of December 31, 2008:

Contractual Obligations and Commitments	Total	2009	2010-2011	2012-2013	2014 and thereafter
Long-term debt obligations	$2,399	$ 343	$ 686	$ 686	$ 685
Operating lease obligations	947	73	80	80	714
Purchase obligations	1,494	1,385	109	-	-
Total	$4,840	$1,801	$ 875	$ 766	$1,399

Critical Accounting Policies and Estimates

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as the reported amounts of revenues and expenses during the reporting period.

Management bases its estimates and judgments on historical experience, current economic and industry conditions and on various other factors that are believed to be reasonable under the circumstances. This forms the basis for making judgments about the carrying values of assets and liabilities that are not readily available from other sources. Management has identified the following as the Company's most critical accounting policies which require significant judgment and estimates. Although management believes its estimates are reasonable, actual results may differ from these estimates under different assumptions or conditions.

- Allowance for doubtful accounts: The majority of the Company's receivables are with hospitals and medical device distributors. Although the Company has historically not had significant write-offs of bad-debt, the possibility exists, particularly with foreign customers where collection efforts can be difficult or in the event of widespread U.S. hospital bankruptcies.

- Inventory valuation reserves: The Company strives to maintain a good balance of inventory to 1) meets its customer's needs while 2) not tying-up an unnecessary amount of the Company's resources increasing the possibility of, among other things, obsolescence. The Company believes its method of reviewing actual and projected demand for its existing inventory allows it to arrive at a fair inventory valuation reserve. While the Company has historically not had significant inventory write-offs, the possibility exists that one or more of its products may become unexpectedly obsolete for which a reserve has not previously been created. The Company's historical write-offs have not been materially different from its estimates.

Accounting Policy Changes

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109." This statement clarifies the accounting for uncertainty in income tax positions. The Company or one of its subsidiaries files or has filed income tax returns in the U.S. federal jurisdiction, in various states and in Ireland. With few exceptions, UTMD is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2005. In 2005, the Internal Revenue Service examined the Company's federal income tax returns for 2002 – 2004 and suggested one immaterial adjustment which the Company made. The Company's income tax return for 2005 is presently being audited by the IRS.

The Company adopted the provisions of FIN 48 on January 1, 2007. UTMD did not make any adjustment to opening retained earnings as a result of the implementation. The Company recognizes interest accrued related to unrecognized tax benefits in interest expenses and any related penalties in income taxes. During the years ended December 31, 2008, 2007 and 2006, the Company did not recognize any interest or penalties relating to income taxes. UTMD did not have any accrual for the payment of interest or penalties at December 31, 2008, 2007 or 2006.

ITEM 7A - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company had manufacturing operations, including related assets, in Ireland denominated in the Euro, and sold products under agreements denominated in various Western European currencies. The Euro and other currencies have been and are subject to exchange rate fluctuations that are beyond the control of UTMD. The exchange rate for the Euro was .7096, .6786 and .7611 per U.S. Dollar as of December 31, 2008, 2007 and 2006, respectively. Please see note 1 in Item, 8, below under "Translation of Foreign Currencies" for more information. UTMD manages its foreign currency risk without separate hedging transactions by converting currencies as transactions occur.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Dollar amounts are in thousands except per-share amounts and where noted.

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act of 2002, management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*.

Based on its assessment and those criteria, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2008.

The Company's independent registered public accounting firm, Jones Simkins, P.C., has audited the Company's internal control over financial reporting as of December 31, 2008, and its report is shown on the next page.

By: /s/ Kevin L. Cornwell
Kevin L. Cornwell
Chief Executive Officer

By: /s/ Paul O. Richins
Paul O. Richins
Principal Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
of Utah Medical Products, Inc.

We have audited Utah Medical Products, Inc.'s internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Utah Medical Products, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Utah Medical Products, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows of Utah Medical Products, Inc., and our report dated February 27, 2009 expressed an unqualified opinion.

/s/ Jones Simkins, P.C.

JONES SIMKINS, P.C.
Logan, Utah
February 27, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
of Utah Medical Products, Inc.

We have audited the accompanying consolidated balance sheets of Utah Medical Products, Inc. as of December 31, 2008 and 2007, and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2008. Utah Medical Products, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Utah Medical Products, Inc. as of December 31, 2008 and 2007, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Utah Medical Products, Inc.'s internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 27, 2009 expressed an unqualified opinion.

/s/ Jones Simkins, P.C.
JONES SIMKINS, P.C.
Logan, Utah
February 27, 2009

UTAH MEDICAL PRODUCTS, INC.
CONSOLIDATED BALANCE SHEET
December 31, 2008 and 2007
(In thousands)

ASSETS	2008	2007
Current assets:		
Cash	$ 97	$ 1,251
Investments, available-for-sale (notes 3 and 4)	15,927	21,121
Accounts and other receivables, net (note 2)	3,517	3,905
Inventories (note 2)	3,275	3,153
Prepaid expenses and other current assets	214	282
Deferred income taxes (note 8)	248	220
Total current assets	23,280	29,931
Property and equipment, net (note 5)	8,127	8,606
Goodwill	7,191	7,191
Other intangible assets - net (note 2)	223	258
Total assets	$ 38,821	$ 45,986
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 418	$ 393
Accrued expenses (note 2)	1,086	2,349
Current portion of note payable (note 6)	265	423
Total current liabilities	1,768	3,165
Note payable (note 6)	1,828	3,689
Deferred income taxes (note 8)	420	343
Total liabilities	4,016	7,197
Commitments and contingencies (notes 7 and 12)	-	-
Stockholders' equity:		
Preferred stock, $.01 par value; 5,000 shares authorized, no shares issued and outstanding	-	-
Common stock, $.01 par value; 50,000 shares authorized, issued 3,603 shares in 2008 and 3,905 shares in 2007	36	39
Accumulated other comprehensive income	(1,122)	(789)
Retained earnings	35,892	39,539
Total stockholders' equity	34,805	38,789
Total liabilities and stockholders' equity	$ 38,821	$ 45,986

See accompanying notes to financial statements.

UTAH MEDICAL PRODUCTS, INC.
CONSOLIDATED STATEMENT OF INCOME
AND COMPREHENSIVE INCOME
Years ended December 31, 2008, 2007 and 2006
(In thousands, except per share amounts)

	2008	2007	2006
Sales, net (notes 10 and 11)	$ 27,782	$ 28,502	$ 28,753
Cost of goods sold	12,764	12,714	12,606
Gross profit	15,018	15,788	16,147
Operating income (expense):			
Sales and marketing expense	(1,816)	(2,075)	(2,272)
Research and development expense	(359)	(382)	(316)
General and administrative expense	(2,454)	(2,575)	(2,725)
Operating income	10,389	10,756	10,835
Other income (expense):			
Dividend and interest income	543	1,003	862
Capital gains and (losses) on investments	(428)	19	520
Royalty income (note 12)	450	450	450
Interest expense	(198)	(270)	(255)
Other, net	21	80	5
Income before provision for income taxes	10,777	12,038	12,418
Provison for income taxes (note 8)	3,572	4,134	4,250
Net income	$ 7,205	$ 7,905	$ 8,168
Earnings per common share (basic) (note 1):	$ 1.87	$ 2.01	$ 2.07
Earnings per common share (diluted) (note 1):	$ 1.86	$ 1.98	$ 2.02
Other comprehensive income:			
Foreign currency translation net of taxes of $(93), $29 and $(41)	$ (146)	$ 58	$ (75)
Unrealized loss on investments net of taxes of $(60), $(100) and $(69)	(94)	(156)	(109)
Total comprehensive income	$ 6,965	$ 7,807	$ 7,984

See accompanying notes to financial statements.

UTAH MEDICAL PRODUCTS, INC.
CONSOLIDATED STATEMENT OF CASH FLOW
Years Ended December 31, 2008, 2007 and 2006
(In thousands)

	2008	2007	2006
Cash flows from operating activities:			
Net income	$ 7,205	$ 7,905	$ 8,168
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	591	597	634
Gain on investments	(94)	(992)	(1,375)
Provision for (recovery of) losses on accounts receivable	(42)	(30)	29
(Gain) loss on disposal of assets	0	3	-
Deferred income taxes	(46)	93	118
Stock-based compensation expense	120	95	140
(Increase) decrease in:			
Accounts receivable	365	(117)	(37)
Accrued interest and other receivables	27	64	709
Inventories	(70)	(80)	35
Prepaid expenses and other current assets	60	(11)	1
Increase (decrease) in:			
Accounts payable	25	(207)	74
Accrued expenses	(380)	154	(92)
Net cash provided by operating activities	7,762	7,474	8,403
Cash flows from investing activities:			
Capital expenditures for:			
Property and equipment	(274)	(307)	(334)
Intangible assets	(13)	(53)	-
Purchases of investments	(2,650)	(2,000)	(6,600)
Proceeds from the sale of:			
Investments	7,792	2,023	4,306
Net cash used in investing activities	4,856	(337)	(2,628)
Cash flows from financing activities:			
Proceeds from issuance of common stock - options	224	180	627
Common stock purchased and retired	(7,792)	(2,023)	(2,094)
Common stock purchased and retired - options	-	-	(2,700)
Tax benefit attributable to exercise of stock options	42	60	2,450
Repayments of note payable	(1,917)	(1,239)	(1,057)
Dividends paid	(4,329)	(3,423)	(2,902)
Net cash used in financing activities	(13,772)	(6,445)	(5,676)
Effect of exchange rate changes on cash	1	(52)	(191)
Net increase (decrease) in cash and cash equivalents	(1,153)	640	(92)
Cash at beginning of year	1,251	610	703
Cash at end of year	$ 97	$ 1,251	$ 610
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid during the year for:			
Income taxes	$ 3,360	$ 3,757	$ 1,866
Interest	198	270	255

See accompanying notes to financial statements.

UTAH MEDICAL PRODUCTS, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2008, 2007 and 2006
(In thousands)

	Common Stock		Additional Paid-in	Accumulated Other Comprehensive	Retained	Total Stockholders'
	Shares	Amount	Capital	Income	Earnings	Equity
Balance at December 31, 2005	3,856	$ 39	$ -	$ (495)	$ 33,314	$ 32,857
Shares issued upon exercise of employee stock options for cash	325	3	3,406	-	-	3,409
Shares received and retired upon exercise of stock options	(169)	(2)	(5,481)	-	-	(5,483)
Tax benefit attributable to appreciation of stock options	-	-	2,450	-	-	2,450
Stock option compensation expense	-	-	140	-	-	140
Common stock purchased and retired	(69)	(1)	(515)	-	(1,610)	(2,125)
Foreign currency translation adjustment	-	-	-	(116)	-	(116)
Unrealized holding loss from investments, available-for-sale, net of taxes	-	-	-	(109)	-	(109)
Common stock dividends	-	-	-	-	(3,076)	(3,076)
Net income	-	-	-	-	8,168	8,168
Balance at December 31, 2006	3,944	$ 39	$ -	$ (720)	$ 36,796	$ 36,115
Shares issued upon exercise of employee stock options for cash	35	0	431	-	-	431
Shares received and retired upon exercise of stock options	(8)	(0)	(251)	-	-	(252)
Tax benefit attributable to appreciation of stock options	-	-	60	-	-	60
Stock option compensation expense	-	-	95	-	-	95
Common stock purchased and retired	(66)	(1)	(335)	-	(1,688)	(2,023)
Foreign currency translation adjustment	-	-	-	87	-	87
Unrealized holding loss from investments, available-for-sale, net of taxes	-	-	-	(156)	-	(156)
Common stock dividends	-	-	-	-	(3,474)	(3,474)
Net income	-	-	-	-	7,905	7,905
Balance at December 31, 2007	3,905	$ 39	$ -	$ (789)	$ 39,539	$ 38,789
Shares issued upon exercise of employee stock options for cash	20	0	278	-	-	278
Shares received and retired upon exercise of stock options	(2)	(0)	(54)	-	-	(54)
Tax benefit attributable to appreciation of stock options	-	-	42	-	-	42
Stock option compensation expense	-	-	120	-	-	120
Common stock purchased and retired	(321)	(3)	(386)	-	(7,404)	(7,792)
Foreign currency translation adjustment	-	-	-	(239)	-	(239)
Unrealized holding loss from investments, available-for-sale, net of taxes	-	-	-	(94)	-	(94)
Common stock dividends	-	-	-	-	(3,449)	(3,449)
Net income	-	-	-	-	7,205	7,205
Balance at December 31, 2008	3,603	$ 36	$ -	$ (1,122)	$ 35,891	$ 34,805

See accompanying notes to financial statements.

Dollar amounts are in thousands except per-share amounts and where noted.

Note 1 – Summary of Significant Accounting Policies

Organization

Utah Medical Products, Inc. and its wholly owned subsidiaries, principally Utah Medical Products Ltd., which operates a manufacturing facility in Ireland, and Columbia Medical, Inc., (the Company) are in the business of producing specialized devices for the healthcare industry. The Company's broad range of products includes those used in critical care areas and the labor and delivery departments of hospitals, as well as outpatient clinics and physicians' offices. Products are sold in both domestic U.S. and international markets.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although actual results could differ from those estimates, management believes it has considered and disclosed all relevant information in making its estimates that materially affect reported performance and current values.

Principles of Consolidation

The consolidated financial statements include those of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

For purposes of the consolidated statement of cash flows, the Company considers cash on deposit and short-term investments with original maturities of three months or less to be cash and cash equivalents.

Investments

The Company classifies its investments as "available for sale." Securities classified as "available for sale" are carried in the financial statements at fair value. Realized gains and losses, determined using the specific identification method, are included in operations; unrealized holding gains and losses are reported as a separate component of accumulated other comprehensive income. Declines in fair value below cost that are other than temporary are included in operations. As of December 31, 2008 the Company's investments are in Fidelity Cash Reserves (FDRXX), General Electric (GE), Citigroup (C) and the surviving remnant of Washington Mutual (WAMUQ).

Concentration of Credit Risk

The primary concentration of credit risk consists of trade receivables. In the normal course of business, the Company provides credit terms to its customers. Accordingly, the Company performs ongoing credit evaluations of its customers and maintains allowances for possible losses which, when realized, have been within the range of management's expectations as reflected by its reserves.

The Company's customer base consists of hospitals, medical product distributors, physician practices and others directly related to healthcare providers, as well as other manufacturing companies. Although the Company is affected by the well-being of the global healthcare industry, management does not believe significant trade receivable credit risk exists at December 31, 2008 except under an extreme global financial crisis.

The Company maintains its cash in bank deposit accounts in addition to Fidelity Investments accounts. The Company has not experienced any losses in such accounts and believes it is not exposed to a significant credit risk on cash and cash equivalent balances unless FDRXX is at risk of "breaking the buck" and the Federal Reserve does not provide support to prevent that from happening, as they currently are.

Note 1 – Summary of Significant Accounting Policies (continued)

Accounts Receivable

Accounts receivable are amounts due on product sales and are unsecured. Accounts receivable are carried at their estimated collectible amounts. Credit is generally extended on a short-term basis; thus accounts receivable do not bear interest although a finance charge may be applied to such receivables that are past the due date. Accounts receivable are periodically evaluated for collectibility based on past credit history with clients. Provisions for losses on accounts receivable are determined on the basis of loss experience, known and inherent risk in the account balance and current economic conditions (see note 2).

Inventories

Finished products, work-in-process, raw materials and supplies inventories are stated at the lower of cost (computed on a first-in, first-out method) or market (see note 2).

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization are computed using the straight-line and units-of-production methods over estimated useful lives as follows:

Building and improvements	15-40 years
Furniture, equipment and tooling	3-10 years

Long-Lived Assets

The Company evaluates its long-lived assets in accordance with Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment of Long-Lived Assets." Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets and is recorded in the period in which the determination was made.

Intangible Assets

Costs associated with the acquisition of patents, trademarks, license rights and non-compete agreements are capitalized and are being amortized using the straight-line method over periods ranging from 5 to 20 years. UTMD's goodwill is tested for impairment annually, in the fourth quarter of each year, using a fair value measurement test, in accordance with SFAS 142. UTMD would also perform an impairment test, between annual tests, if circumstances changed that would more than likely reduce the fair value of goodwill below its net book value. If UTMD determined that its goodwill were impaired, a second step would be completed to measure the amount of the impairment loss. UTMD does not expect its goodwill to become impaired in the foreseeable future (see note 2).

Loans to Related Parties

The Company has not made loans to related entities including employees, directors, shareholders, suppliers or customers, nor does it guarantee the debt of related entities, except to the extent that UTMD might extend accounts receivable terms to its customers on an interim basis.

Revenue Recognition

The Company recognizes revenue at the time of shipment as title generally passes to the customer at the time of shipment. Revenue recognized by UTMD is based upon documented arrangements and fixed contracts in which the selling price is fixed prior to completion of an order. Revenue from product and service sales is generally recognized at the time the product is shipped or service completed and invoiced, and collectibility is reasonably assured. There are circumstances under which revenue may be recognized when product is not shipped, which meet the criteria of SAB 104: the Company provides engineering services, for example, design and production of manufacturing tooling that may be used in subsequent UTMD manufacturing of custom components for other companies. This revenue is recognized when UTMD's service has been completed according to a fixed contractual agreement.

Note 1 – Summary of Significant Accounting Policies (continued)

Income Taxes

The Company accounts for income taxes under SFAS No. 109, "Accounting for Income Taxes," whereby deferred taxes are computed under the asset and liability method.

Legal Costs

The Company has been involved in lawsuits which are an expected consequence of its operations and in the ordinary course of business. The Company maintains a reserve for legal costs which are probable and estimated based on its previous experience. The reserve for legal costs at December 31, 2008 and 2007 was $80 and $32, respectively (see note 2).

Earnings per Share

The computation of basic earnings per common share is based on the weighted average number of shares outstanding during each year.

The computation of earnings per common share assuming dilution is based on the weighted average number of shares outstanding during the year plus the weighted average common stock equivalents which would arise from the exercise of stock options outstanding using the treasury stock method and the average market price per share during the year.

The shares (in thousands) used in the computation of the Company's basic and diluted earnings per share are reconciled as follows:

	2008	2007	2006
Weighted average number of shares outstanding – basic	3,843	3,927	3,943
Dilutive effect of stock options	35	62	100
Weighted average number of shares outstanding, assuming dilution	3,878	3,989	4,043

Stock-Based Compensation

At December 31, 2008, the Company has stock-based employee compensation plans, which are described more fully in note 9. The Company accounts for stock compensation under Statement of Financial Accounting Standards 123R, *Share-Based Payment*. This statement requires the Company to recognize compensation cost based on the grant date fair value of options granted to employees and directors. In 2008, the Company recognized $120 in compensation cost compared to $95 in 2007 and $140 in 2006.

Translation of Foreign Currencies

Assets and liabilities of the Company's foreign subsidiary are translated into U.S. dollars at the applicable exchange rates at year-end. Net gains or losses resulting from the translation of the Company's assets and liabilities are reflected as a separate component of stockholders' equity. A negative translation impact on stockholders' equity reflects a current relative U.S. Dollar value higher than at the point in time that assets were actually acquired in a foreign currency. A positive translation impact would result from a U.S. dollar weaker in value than at the point in time foreign assets were acquired.

Income and expense items are translated at the weighted average rate of exchange (based on when transactions actually occurred) during the year.

Note 2 – Detail of Certain Balance Sheet Accounts

	December 31, 2008	December 31, 2007
Accounts and other receivables:		
Accounts receivable	$ 3,403	$ 3,804
Income tax receivable	139	150
Accrued interest and other	9	26
Less allowance for doubtful accounts	(34)	(75)
	$ 3,517	$ 3,905
Inventories:		
Finished products	$ 1,353	$ 1,245
Work-in-process	817	694
Raw materials	1,105	1,214
	$ 3,275	$ 3,153
Other intangible assets:		
Patents	$ 1,961	$ 1,948
License rights	293	293
Trademarks	224	224
Non-compete agreements	175	175
	2,653	2,640
Accumulated amortization	(2,430)	(2,382)
	$ 223	$ 258
Accrued expenses:		
Income taxes payable	$ 23	$ 10
Payroll and payroll taxes	765	962
Reserve for litigation costs	80	32
Dividends payable	-	880
Other	218	465
	$ 1,086	$ 2,349

Note 3 – Investments

The Company's investments, classified as available-for-sale consist of the following:

	December 31, 2008	December 31, 2007
Investments, at cost	$ 16,337	$ 21,377
Equity securities:		
-Unrealized holding gains	-	-
-Unrealized holding (losses)	(410)	(256)
Investments, at fair value	$ 15,927	$ 21,121

Changes in the unrealized holding gain on investment securities available-for-sale and reported as a separate component of accumulated other comprehensive income are as follows:

	December 31, 2008	December 31, 2007
Balance, beginning of year	$ (156)	$ -
Realized loss from securities included in beginning balance	186	-
Gross unrealized holding gains (losses) in equity securities	(340)	(256)
Deferred income taxes on unrealized holding loss	60	100
Balance, end of year	$ (250)	$ (156)

During 2008, 2007 and 2006, UTMD had proceeds from sales of available-for-sale securities of $7,792, $2,023 and $4,306, respectively.

Note 4 – Fair Value Measurements

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 157 "Fair Value Measurements." This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. UTMD adopted the requirements of SFAS 157 on January 1, 2008.

The following table provides financial assets carried at fair value measured as of December 31, 2008:

		Fair Value Measurements Using		
Description	Total Fair Value at 12/31/2008	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-sale securities	$ 15,927	$ 15,927	$ 0	$ 0

Note 5 – Property and Equipment

Property and equipment consists of the following:

	December 31, 2008	2007
Land	$ 1,105	$ 1,127
Buildings and improvements	9,644	9,820
Furniture, equipment and tooling	14,549	14,432
Construction-in-progress	78	119
	25,376	25,498
Accumulated depreciation and amortization	(17,249)	(16,892)
	$ 8,127	$ 8,606

Included in the Company's consolidated balance sheet are the assets of its manufacturing facilities in Utah, Oregon and Ireland. Property and equipment, by location, are as follows:

	December 31, 2008			
	Utah	Oregon	Ireland	Total
Land	$ 621	$ -	$ 484	$ 1,105
Building and improvements	4,502	32	5,109	9,644
Furniture, equipment and tooling	12,312	1,287	950	14,549
Construction-in-progress	78	-	-	78
Total	17,513	1,319	6,543	25,376
Accumulated depreciation	(13,819)	(1,288)	(2,142)	(17,249)
Property and equipment, net	$ 3,695	$ 31	$ 4,401	$ 8,127

	December 31, 2007			
	Utah	Oregon	Ireland	Total
Land	$ 621	$ -	$ 506	$ 1,127
Building and improvements	4,452	32	5,336	9,820
Furniture, equipment and tooling	12,169	1,264	999	14,432
Construction-in-progress	119	-	-	119
Total	17,361	1,296	6,841	25,498
Accumulated depreciation	(13,486)	(1,277)	(2,129)	(16,892)
Property and equipment, net	$ 3,875	$ 19	$ 4,712	$ 8,606

Note 6 – Long-term Debt

In December 2005 the Company borrowed €4.5 million ($5,336) from the Bank of Ireland to finance repatriation of profits achieved since 1996 under The American Jobs Creation Act of 2004. The loan term is 10-years at an interest rate of 1.10% plus the bank's money market rate, which is a total of the bank's cost of funds and cost of liquidity. The balance on the note at December 31, 2008 was $2,093 (€1,485).

The following table shows estimated minimum required amortization of the note during the next five years using the December 31, 2008 interest rate of 3.95%, starting with a December 31, 2008 balance of $2,093:

Year	Payments	Interest	Principal	Ending Balance
2009	$ 343	$ 78	$ 265	$ 1,828
2010	343	67	275	1,552
2011	343	56	286	1,266
2012	343	45	298	968
2013	343	33	310	658
Thereafter	685	27	658	-
Total	$ 2,399	$ 306	$ 2,093	

Note 7 – Commitments and Contingencies

Operating Leases

The Company has a lease agreement for land adjoining its Utah facility for a term of forty years commencing on September 1, 1991. On September 1, 2001 and subsequent to each fifth lease year, the basic rental was and will be adjusted for published changes in a price index. The Company also leases its CMI building in Oregon under a one-year non-cancelable operating lease. Rent expense charged to operations under these operating lease agreements was approximately $107, $107 and $107 for the years ended December 31, 2008, 2007 and 2006, respectively.

Future minimum lease payments under its lease obligations as of December 31, 2008 were as follows:

Years ending December 31:	Amount
2009	$ 73
2010	40
2011	40
2012	40
2013	40
Thereafter	714
Total future minimum lease payments	$ 947

Purchase Obligations

The Company has obligations to purchase raw materials for use in its manufacturing operations. The Company has the right to make changes in, among other things, purchase quantities, delivery schedules and order acceptance.

Product Liability

The Company is self-insured for product liability risk. "Product liability" is an insurance industry term for the cost of legal defense and possible damages awarded as a result of use of a company's product during a procedure which results in an injury of a patient. The Company maintains a reserve for product liability litigation and damages consistent with its previous long-term experience. Actual product liability litigation costs and damages during the last three reporting years have been immaterial, which is consistent with the Company's overall history.

The Company absorbs the costs of clinical training and trouble-shooting in its on-going operating expenses.

Note 7 – Commitments and Contingencies (continued)

Warranty Reserve

UTMD maintains a warranty reserve to provide for estimated costs which are likely to occur. The amount of this reserve is adjusted, as required, to reflect its historical experience. The following table summarizes changes to UTMD's warranty reserve during 2008:

Beginning balance, January 1, 2008	$ 40
Changes in warranty reserve during 2008:	
Aggregate reductions for warranty repairs	-
Aggregate changes for warranties issued during reporting period	40
Aggregate changes in reserve related to preexisting warranties	(80)
Ending balance, December 31, 2008	$ 0

Litigation

The Company has been involved in lawsuits which are an expected consequence of its operations and in the ordinary course of business. There is one such lawsuit currently pending. The Company applies its accounting policy to accrue legal costs that can be reasonably estimated.

Irish Development Agency

In order to satisfy requirements of the Irish Development Agency in assisting the start-up of its Ireland subsidiary, the Company agreed to invest certain amounts and maintain a certain capital structure in its Ireland subsidiary. The effect of these financial relationships and commitments are reflected in the consolidated financial statements and do not represent any significant credit risk that would affect future liquidity.

Note 8 – Income Taxes

Deferred tax assets (liabilities) consist of the following temporary differences:

	December 31,			
	2008		2007	
	Current	Long-term	Current	Long-term
Inventory write-downs and differences due to UNICAP	$ 75	$ -	$ 89	$ -
Allowance for doubtful accounts	10	-	23	-
Accrued liabilities and reserves	163	-	108	16
Other	-	(224)	-	(248)
Depreciation and amortization	-	(356)	-	(211)
Unrealized investment gains	-	160	-	100
Deferred income taxes, net	$ 248	$ (420)	$ 220	$ (343)

The components of income tax expense are as follows:

	Years ended December 31,		
	2008	2007	2006
Current	$ 3,463	$ 3,194	$ 4,049
Deferred	109	220	201
Total	$ 3,572	$ 4,134	$ 4,250

Note 8 – Income Taxes (continued)

Income tax expense differed from amounts computed by applying the statutory federal rate to pretax income as follows:

	Years ended December 31,		
	2008	2007	2006
Federal income tax expense at the statutory rate	$ 3,664	$ 4,093	$ 4,222
State income taxes	323	397	410
ETI, manufacturing deduction and tax credits	(206)	(203)	(154)
Other	(209)	(153)	(228)
Total	$ 3,572	$ 4,134	$ 4,250

Note 9 – Options

The Company has stock option plans which authorize the grant of stock options to eligible employees, directors and other individuals to purchase up to an aggregate of 819,161 shares of common stock, of which 208,257 are outstanding as of December 31, 2008. All options granted under the plans are granted at current market value at the date of grant, and may be exercised between six months and ten years following the date of grant. The plans are intended to advance the interest of the Company by attracting and ensuring retention of competent directors, employees and executive personnel, and to provide incentives to those individuals to devote their utmost efforts to the advancement of the Company. Changes in stock options were as follows:

	Shares	Price Range Per Share
2008		
Granted	26,100	$ 28.13 - $ 29.41
Expired or canceled	9,919	18.00 - 31.33
Exercised	20,169	6.75 - 25.59
Total outstanding at December 31	208,257	6.50 - 31.33
Total exercisable at December 31	168,457	6.50 - 31.33
2007		
Granted	23,600	$ 31.33 - $ 31.33
Expired or canceled	4,237	18.00 - 31.33
Exercised	35,062	6.50 - 29.86
Total outstanding at December 31	212,245	6.50 - 31.33
Total exercisable at December 31	171,618	6.50 - 29.86
2006		
Granted	14,600	$ 29.86 - $ 29.86
Expired or canceled	10,729	14.60 - 29.86
Exercised	324,548	6.50 - 25.59
Total outstanding at December 31	227,944	6.50 - 29.86
Total exercisable at December 31	191,010	6.50 - 25.59

For the years ended December 31, 2008, 2007 and 2006, the Company reduced current income taxes payable and increased additional paid-in capital by $42, $60 and $2,450, respectively, for the income tax benefit attributable to sale by optionees of common stock received upon the exercise of stock options.

Stock-Based Compensation

In 2008, the Company recognized $120 in equity compensation cost, compared to $95 in 2007 and $140 in 2006.

Note 9 – Options (continued)
Stock Based Compensation (continued)

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Years ended December 31,		
	2008	2007	2006
Expected dividend amount per quarter	$0.2737	$0.2638	$0.2521
Expected stock price volatility	16.3%	17.9%	28.1%
Risk-free interest rate	2.92%	4.56%	5.0%
Expected life of options	5.3 years	5.6 years	5.3 years

The per share weighted average fair value of options granted during 2008, 2007 and 2006 is $2.91, $5.10 and $7.29, respectively.

The following table summarizes information about stock options outstanding at December 31, 2008:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$ 6.50 - 15.01	32,889	1.96	$ 10.16	32,889	$ 10.16
17.71 - 24.02	53,781	5.24	21.04	52,010	21.02
25.59 - 31.33	121,587	6.54	27.39	83,558	26.37
$ 6.50 - 31.33	208,257	5.48	$ 23.03	168,457	$ 21.55

Note 10 – Geographic Sales Information

The Company had sales in the following geographic areas:

	United States	Europe	Other
2008	$ 19,114	$ 4,779	$ 3,889
2007	19,926	4,754	3,822
2006	21,363	3,888	3,502

Note 11 – Revenues by Product Category

The Company had revenues in the following product categories:

Product Category	2008	2007	2006
Obstetrics	$ 7,054	$ 8,473	$ 9,371
Gynecology/Electrosurgery/Urology	6,157	6,143	6,106
Neonatal	7,408	7,062	7,073
Blood Pressure Monitoring and Accessories	7,163	6,824	6,203

Note 12 - Product Sale and Purchase Commitments

The Company has had license agreements for the rights to develop and market certain products or technologies owned by unrelated parties. The confidential terms of such agreements are unique and varied, depending on many factors relating to the value and stage of development of the technology licensed. Royalties on future product sales are a normal component of such agreements and are included in the Company's cost of goods sold on an ongoing basis.

The Company received royalties as a result of a license agreement with an unrelated company that allowed rights to the Company's technology through the life of the applicable patents. At the start of 2009 there are no patents under which UTMD is receiving royalties from other parties.

Note 13 – Employee Benefit Plan

The Company sponsors a contributory 401(k) savings plan for U.S. employees, and a contributory retirement plan for Irish employees. The Company's matching contribution is determined annually by the board of directors. Company contributions were approximately $115, $107 and $103 for the years ended December 31, 2008, 2007 and 2006, respectively.

Note 14 – Fair Value Financial Instruments

None of the Company's financial instruments, which are current assets and liabilities that could be readily traded, are held for trading purposes, except investments. Detail on investments is provided in note 3, above. The Company estimates that the fair value of all financial instruments at December 31, 2008 does not differ materially from the aggregate carrying value of its financial instruments recorded in the accompanying consolidated balance sheet.

Note 15 – Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109." This statement clarifies the accounting for uncertainty in income tax positions. The Company or one of its subsidiaries files or has filed income tax returns in the U.S. federal jurisdiction, in various states and in Ireland. With few exceptions, UTMD is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2007. In 2005, the Internal Revenue Service examined the Company's federal income tax returns for 2002 – 2004 and suggested one immaterial adjustment which the Company made. The Company's income tax return for 2005 is presently being audited by the IRS.

The Company adopted the provisions of FIN 48 on January 1, 2007. UTMD did not make any adjustment to opening retained earnings as a result of the implementation. The Company recognizes interest accrued related to unrecognized tax benefits in interest expenses and any related penalties in income taxes. During the years ended December 31, 2008, 2007 and 2006, the Company did not recognize any interest or penalties relating to income taxes. UTMD did not have any accrual for the payment of interest or penalties at December 31, 2008, 2007 or 2006.

ITEM 9 – CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A – CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

UTMD Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in the Securities Exchange Act of 1934 Rule 13a-15(e). UTMD's Board of Directors, operating through its audit committee, provides oversight to its financial reporting process.

During 2008, UTMD evaluated the effectiveness of the design and operation of its disclosure controls and procedures. Based on that evaluation, UTMD's Chief Executive Officer and Principal Financial Officer concluded that, as of December 31, 2008, its disclosure controls and procedures were effective.

Management's Report on Internal Control Over Financial Reporting.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, the Company has included, as part of this Form 10-K, a report of management's assessment of the effectiveness of its internal controls as of December 31, 2008. Jones Simkins, P.C., the independent registered public accounting firm of the Company, has audited the effectiveness of the Company's internal control over financial reporting. Management's report, and the report of Jones Simkins, P.C. appear on pages 26 and 27 of this Form 10-K under the captions "Management's Report on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm" and are incorporated herein by reference.

Changes in Internal Control Over Financial Reporting.

There have been no changes in UTMD's internal control over financial reporting that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting during the fourth quarter of the fiscal year ended December 31, 2008, and there were no material weaknesses.

ITEM 9B – OTHER INFORMATION

None.

PART III

ITEM 10 – DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information from the definitive proxy statement of the registrant for the 2009 annual meeting of shareholders under the captions,

- "PROPOSAL NO. 1. ELECTION OF DIRECTORS: General," and "Directors and Nominees,"
- "SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN PERSONS," and
- "EXECUTIVE OFFICER COMPENSATION: 2007 Director Compensation,"

is incorporated herein by reference.

UTMD adopted a Code of Ethics for its executive officers, including the Chief Executive Officer and outside directors, in October 2003. The Code of Ethics, along with UTMD's Code of Conduct, which covers all exempt employees (including all officers and outside directors) and certain non-exempt employees, is posted on UTMD's web site at www.utahmed.com. UTMD intends to post on its website any waivers of or amendments to its Code of Ethics.

ITEM 11 - EXECUTIVE COMPENSATION

The information from the definitive proxy statement of the registrant for the 2009 annual meeting of shareholders under the captions,

- "EXECUTIVE OFFICER COMPENSATION,"
- COMPENSATION DISCUSSION AND ANALYSIS," and
- BOARD OF DIRECTORS AND OTHER BOARD COMMITTEE REPORTS: Compensation and Option Committee Interlocks and Insider Participation," specifically excluding the "Report of the Compensation Committee"

is incorporated herein by reference.

ITEM 12 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information from the definitive proxy statement of the registrant for the 2009 annual meeting of shareholders under the captions,

- "SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN PERSONS" and
- "DISCLOSURE RESPECTING THE COMPANY'S EQUITY COMPENSATION PLANS"

is incorporated herein by reference.

ITEM 13 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information from the definitive proxy statement of the registrant for the 2009 annual meeting of shareholders under the captions,

- "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS"
- "BOARD OF DIRECTORS AND OTHER BOARD COMMITTEE REPORTS: Director Independence"

is incorporated herein by reference.

The information from the definitive proxy statement of the registrant for the 2009 annual meeting of shareholders in the first paragraph under the caption, "Report of the Audit Committee" is incorporated herein by reference.

ITEM 14 – PRINCIPAL ACCOUNTING FEES AND SERVICES

The information from the definitive proxy statement of the registrant for the 2009 annual meeting of shareholders under the caption "Independent Public Accountants" is incorporated herein by reference.

PART IV

ITEM 15 – EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report or incorporated herein by reference.

1. Financial Statements.
   (See Table of Contents to Item 8, above.)

2. Supplemental Schedule.
   Financial Statement Schedules are omitted because they are inapplicable or the required information is otherwise included in the accompanying Financial Statements and the notes thereto.

3. Exhibits.

Exhibit #	SEC Reference #	Title of Document	Location
1	3	Articles of Restatement of the Articles of Incorporation	Incorporated by Reference (1)
2	3	Articles of Correction to the Restated Articles of Incorporation	Incorporated by Reference (1)
3	3	Bylaws	Incorporated by Reference (2)
4	4	Rights Agreement dated as of July 30, 2004, between Utah Medical Products, Inc., and Registrar and Transfer Company	Incorporated by Reference (3)
5	4	Designation of Rights, Privileges, and Preferences of Series "A" Preferred Stock	Incorporated by Reference (2)
6	10	Employment Agreement dated December 21, 1992 with Kevin L. Cornwell*	Incorporated by Reference (4)
7	10	Amendment, effective May 15, 1998, to Employment Agreement dated December 21, 1992 with Kevin L. Cornwell*	Incorporated by Reference (4)
8	10	Utah Medical Products, Inc., 2003 Employees' and Directors' Incentive Plan*	Incorporated by Reference (5)
9	10	Loan Agreement, signed 6-December-2005 between Utah Medical Products Limited and Bank of Ireland	Incorporated by Reference (6)
10	10	Amendment to Loan Agreement, dated 12-March-2008 between Utah Medical Products Limited and Bank of Ireland	This Filing
11	10	Guarantee and Indemnity, dated 13-June-2008, by Utah Medical Products, Inc. to Bank of Ireland	This Filing
12	10	Summary of Officer and Director Compensation	This Filing
13	21	Subsidiaries of Utah Medical Products, Inc.	Incorporated by Reference (7)
14	23	Consent of Jones Simkins, P.C., Company's independent auditors for the years ended December 31, 2008, December 31, 2007 and December 31, 2006	This Filing
15	31	Certification of CEO pursuant to Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	This Filing
16	31	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	This Filing

Exhibit #	SEC Reference #	Title of Document	Location
17	32	Certification of CEO pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	This Filing
18	32	Certification of Principal Financial Officer pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	This Filing

* Management contract of compensatory plan or arrangement required to be filed pursuant to Item 14(c).

(1) Incorporated by reference from the Company's annual report on form 10-K filed with the Commission for the year ended December 31, 2004.

(2) Incorporated by reference from the Company's registration statement on form S-8 filed with the Commission effective February 10, 1995.

(3) Incorporated by reference from the Company's report on form 8-K filed with the Commission on October 1, 2004.

(4) Incorporated by reference from the Company's annual report on form 10-K filed with the Commission for the year ended December 31, 2003.

(5) Incorporated by reference from the Company's annual report on form 10-K filed with the Commission for the year ended December 31, 2002.

(6) Incorporated by reference from the Company's report on form 8-K filed with the Commission on December 12, 2005.

(7) Incorporated by reference from the Company's annual report on form 10-K filed with the Commission for the year ended December 31, 1999.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned this 6th day of March, 2009.

UTAH MEDICAL PRODUCTS, INC.

By: /s/ Kevin L. Cornwell
Kevin L. Cornwell
Chief Executive Officer

By: /s/ Paul O. Richins
Paul O. Richins
Principal Financial and Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on this 6th day of March, 2009.

By: /s/ James H. Beeson
James H. Beeson, Director

By: /s/ Kevin L. Cornwell
Kevin L. Cornwell, Director

By: /s/ Ernst G. Hoyer
Ernst G. Hoyer, Director

By: /s/ Barbara A. Payne
Barbara A. Payne, Director

By: /s/ Paul O. Richins
Paul O. Richins, Director

EXHIBIT 10

AMENDMENT to LOAN AGREEMENT between
UTAH MEDICAL PRODUCTS LIMITED and BANK OF IRELAND

Bank Of Ireland, Business Banking

Private and Confidential

Our Ref: LS/901634/1017069 / 08W2334163

Date: 12th March 2008

Regional Business Unit North West / Midlands: Athlone
Branch: Athlone

The Secretary
Utah Medical Products Limited
Utah Medical Products, Inc.
7043 South 300 West
Midvale
UT 84047

Re: Utah Medical Products Limited

Dear Sir/Madam

I am pleased to advise you that, subject to the terms and conditions outlined below and in the attached appendix dated the 12th March 2008 which is deemed to form part of this Offer Letter, Bank of Ireland will make available to **Utah Medical Products Limited** the following facility/ies:

Amount & Type of Facility

- €2,620,399 (two million, six hundred and twenty thousand, three hundred and ninety nine euro) by way of Loan. (Renewal)

Purpose

- Continuation of existing facility on terms and conditions previously accepted by Utah Medical Products Limited.

Interest Rate

The rate(s) set out in this Offer Letter are indicative only in respect of the new facilities detailed and are subject to change between the date of this Offer Letter and the actual drawdown of the facility. The actual rate will be determined on drawdown and subsequent roll-over dates (if applicable) and as set out in Clause 5 of the standard Terms and Conditions set out in the Appendix hereto.

- The Interest Rate applicable is a fixed money market rate. Money market rates are calculated by totalling the following:-
  (A)
  The Bank's Cost of Funds for the selected period. The actual rate will be determined with reference to the market on the date of drawdown. If EURIBOR is utilised the actual rate will be determined with reference to the market two days prior to drawdown
  (B)
  Cost of Liquidity (if applicable)
  (C)
  The Banks Fixed Margin of 1.1% per annum. Any break costs incurred in amending a fixed rate will be borne by the borrower. While the actual rate will be determined at date of

drawdown, indicative all inclusive rates for a number of fixed interest periods are as follows:-

3 Months: 5.77% 6 Months: 5.76% 12 Months: 5.75%

Terms of Facilities and Repayment

Exact repayments will be determined on date of drawdown based on the interest rate then prevailing.

- The Loan is repayable over 93 months by way of monthly repayments of €34975.95, commencing one month from renewal. *This repayment figure is quoted for information purposes only and is based on the 3-month indicative fixed rate interest rate quoted above. The actual repayment figure will be determined on the date of drawdown by reference to the interest rate then applying for the selected period.*

Arrangement Fee

Following our negotiations, the arrangement fee for this facility is waived.

Security

Any security held now, or at any future time, shall be security for all the liabilities present and future howsoever arising, of the Borrower to the Bank.

Security currently held**,** and/or that required for the above facility is as listed below:

SECURITY HELD

Following full and final discharge by the Customer of the loan facility and any other Bank facilities secured by this security, any security documentation conferring ownership rights is being held in safekeeping by the Bank, until we receive a written request for release of the same by the customer, or at the option of the Bank, may be returned to the Customer or the Customer's solicitor or in the event that the security was obtained from a loan Guarantor, the Guarantor or the Guarantor's solicitor.

- Letter of Guarantee from National Association, Seattle guaranteeing the Borrower's liabilities in the amount of €4,500,000 in respect of principal together with interest and costs accrued thereon. **(To be released upon perfection of the new Guarantee below)**

ADDITIONAL SECURITY REQUIRED

- Letter of Guarantee from Utah Medical Products, Inc. guaranteeing the Borrower's liabilities in the amount of *Eur2,621,000 in respect of principal together with interest and costs accrued thereon.

Legal and Other Fees:

It is understood that any Legal or other Fees, including Valuation Fees incurred in perfecting the Security or any other requirements will be payable by the borrower whether or not any funds are advanced.

Conditions Precedent to Drawdown

In addition to the Conditions Precedent to drawdown, contained in the Appendix, the Bank shall not be obliged to allow any drawdown of the above facilities unless at the time of so doing, it is satisfied that:

1. Security as outlined above to be in place in a manner acceptable to the Bank and its Legal Advisors prior to drawdown of the facility.

2. Security to be taken by the Bank’s Legal Advisors or solicitors nominated by them & the proposed wording of the guarantee to be approved by the US Legal Advisors nominated by the bank.

Covenants

By acceptance of the facilities as detailed above, and without prejudice to the demand nature of the Facility the Borrower undertakes that during their continuance and until all amounts outstanding have been repaid:

1. To comply with all covenants, undertakings and provisions set out in the attached appendix.

2. Any financial information that the Bank may reasonably require from time to time to be supplied to the Bank.

Standard Terms and Conditions

If there is any conflict between the terms of this Offer Letter and the attached Standard Terms and Conditions, the terms of this Offer Letter will prevail.

Review Date

Irrespective of the term of the facilities, the Bank will normally review the facilities at least annually to assess the ongoing viability of the proposition and the underlying Business. In some circumstances, the Bank may set review dates, at its discretion, on a more frequent basis.

Unless circumstances change warranting an earlier review, the above facilities will be formally reviewed again by 22nd February 2009. However, if I can be of any assistance at any stage in the intervening period, please do not hesitate to contact me.

Acceptance

In order to signify your acceptance of the foregoing facilities on the terms and conditions outlined above and in the attached appendix, the duplicate letter should be accepted on behalf of Utah **Medical Products Limited** and returned to this office **within 21 days** of the date hereof.

This offer will remain valid for 90 days from the date of this letter, after which date this offer shall lapse without any liability or commitment on our part.

Yours faithfully

_____

Dermot Freehill
Senior Business Manager

FORM OF ACCEPTANCE

I/We have read and agree to be bound by and fully accept all of the terms and conditions contained in this Offer Letter and in the appendix to this Offer Letter. Accepted for and on behalf of **Utah Medical Products Limited** pursuant to a resolution of the Board of Directors

dated the | 1 | 4 | (day of) | 0 | 3 | (month) | 2 | 0 | 0 | 8 | (year).

/s/ Kevin L. Cornwell **DATE** | 1 | 4 | 0 | 3 | 2 | 0 | 0 | 8 |

Authorised Signatory D D M M Y Y Y Y

/s/ Paul O. Richins **DATE** | 1 | 4 | 0 | 3 | 2 | 0 | 0 | 8 |

Authorised Signatory D D M M Y Y Y Y

Warning, if you do not meet the loan repayments of your loan, your account will go into arrears. This may affect your credit rating.

Appendix to Offer Letter Dated 12th March 2008 to Utah Medical Products Limited

TERMS AND CONDITIONS

DEFINITIONS

Associate is defined as a company in which any member of the Group holds, or may in the future hold, more then twenty per cent, but not exceeding fifty per cent, of the issued voting share capital.

Bank means The Governor and Company of the Bank of Ireland, otherwise referred to as Bank of Ireland.

Bank Debt is defined as a monetary obligation to any financial institution whatsoever.

Business Day is defined as any day on which Banks are generally open for business in Ireland.

Environmental Law means all circulars, codes of practice, guidance notices, legislation orders or regulations, including statutory modifications and re-enactments thereof, concerning the protection of the environment and the control of pollution, whether or not having the force of law, and whether imposed in Ireland, or by an association, community, federation, or other organisation of which Ireland is a member.

Environmental Licence means any approval, authorisation, consent, licence or permit required by Environmental Law.

Group is defined as all those bodies corporate which are Subsidiary or Associate companies of the Borrower or the Borrower's ultimate Holding Company (if any), and a member of the Group shall be construed accordingly.

Holding Company is defined in Section 155 of the Companies Act 1963, or analogous provisions of law.

Liquidity means such additional percentage rate as the Bank shall determine to be necessary to compensate the Bank for the cost to the Bank during the term of the facility of funding, or maintaining a facility, in the relevant amount by reason of the Liquidity Requirement relative to such period.

Liquidity Requirement means any liquidity, reserve ratio, special deposit or similar requirement (or other requirement having the same or similar purpose) of any Regulatory Authority, whether or not having the force of law with which the Bank has complied.

Regulatory Authority includes the European Central Bank, the Financial Regulator, the Revenue Commissioners and any other regulatory authority in or of Ireland or any federation, community, association or organisation of which Ireland shall be a member and any regulatory authority of any place from which the Bank obtains resources for funding or maintaining a facility in the relevant amount.

Subsidiary is defined in Section 155 of the Companies Act 1963, or analogous provisions of law.

Any reference in this appendix to the Offer Letter includes a reference to the Offer Letter bearing the above date and this appendix.

1. Conditions precedent to drawdown

The Bank will not be obliged to perform its obligations under this Offer Letter, unless at the time of so doing it is, in its absolute discretion satisfied that:

(i) Security/drawdown requirements as outlined herein, have been completed and executed in a form, or manner and content acceptable to the Bank and its legal advisers.

(ii) No material adverse change has occurred in the Borrower's business, undertaking, assets or financial condition since the date of its latest Annual Accounts as provided to the Bank.

(iii) That the Offer Letter has been duly executed by the Borrower(s).

(iv) The borrower has fulfilled all of the Bank of Ireland's requirements regarding the opening and operating of Accounts including any requirements concerning the prevention of money laundering as contained within the provisions of the Criminal Justice Act 1995 and in compliance with the Anti Money Laundering (AML) identification documentation and Personal Customer Identification Forms (PCIF) requirements.

2. Representations and Warranties

The Borrower hereby represents and warrants to the Bank that:

(i) The execution and delivery of this Offer Letter will not contravene its Memorandum and Articles of Association nor any agreement indenture or other instrument, which is binding upon it, or any member of the Group.

(ii) Neither it nor any member of the Group is engaged nor about to engage in any litigation or arbitration of any material importance and to the best of the knowledge information and belief of the Borrower no such litigation or arbitration is pending or threatened against it or any members of the Group.

(iii) It has, and each member of the Group has complied with all directives, laws, orders, regulations, statutes, statutory instruments or other requirements howsoever arising.

On each drawing and rollover of facilities referred to in the Offer Letter, the Representations and Warranties outlined above are deemed to be repeated.

3. Security

Any security held now, or at any future time, shall be security for all liabilities of the Borrower to the Bank.

By acceptance of this Offer Letter the Borrower agrees and acknowledges that the security listed in the Offer Letter (whether as security held or as security required or otherwise described) shall be security for all monies, obligations and liabilities, actual or contingent which now or at any time shall become due or owing by the Borrower to the Bank on any account or accounts or in any manner whatsoever whether on foot of bills of exchange, promissory notes, loans, credits, advances, leasing, guarantees, indemnities, interest commission, discount liability in connection with foreign exchange transactions, Bank charges and expenses or otherwise howsoever and whether the Borrower shall be liable therefore alone or jointly with any other person or persons as principal or surety and whether such amounts owing be in respect of principal, interest or otherwise. Accordingly, the list of security held and security required or security otherwise described as set out in the Offer Letter is deemed to be incorporated in every Facility Letter or other agreement concerning the indebtedness of the Borrower to the Bank which has been entered or shall be entered into between the Borrower and the Bank from time to time and is deemed to be required as security for the indebtedness of the subject thereof. The foregoing two sentences are without prejudice to the terms and conditions of the security listed in the Offer Letter and to the Bank's rights and remedies thereunder or otherwise.

Unless written request is received from the customer, any security documentation conferring ownership rights will be held as safekeeping by the Bank.

4. Joint Borrowings

Where an advance is granted in a personal capacity, to two or more persons, the liability to the Bank shall be joint and several. Where the expression "the Borrower" refers to two or more persons, these terms and conditions shall be construed as if they were in the plural mutatis mutandis and the covenants and agreements on the part of the Borrower shall have effect as if they were joint and several covenants and agreements by such persons.

5. Interest

(i) Bank of Ireland Rates:

The rate(s) set out in this Offer Letter, whether fixed or variable will be determined by the Bank by reference to the Borrower's category, term, purpose and security proposed for the facility. Fixed rates are rates fixed for a period in excess of one year, determined on the date of original drawdown.

- Variable

On a rate change occurring in the Bank of Ireland Variable Rates, (whether Prime or otherwise), the new rate will automatically apply to the facility as and from the date of such change and the Bank will give details thereof to the Borrower in the statement which issues following such rate changes.

- Fixed

Any fixed rate quoted is the prevailing fixed rate as of the date of offer. Due to possible fluctuations in interest rates, the Bank cannot guarantee that the said fixed rate will apply on drawdown. This being the case, the Borrower can decide to accept the fixed rate applying on the date of drawdown or take a variable rate. At the end of a fixed rate period, the Borrower may request the Bank to provide a further fixed rate period, based on the then existing fixed rate or may revert to the normal variable rate.

However, the provision of any further fixed rate period from time to time, or any conversion referred to in Clause 6 (2)(b) hereof, will be at the sole discretion of the Bank. If no further fixed rate period is granted at the end of any particular fixed rate term, the facility will revert to a variable rate. Either way, the new rate applying will be notified to the customer.

On occasion, the Bank, on request, will quote fixed rates which are tied to the money markets. These should be viewed as Market Related Loans for the purpose of liquidity costs, margins, drawdown and rollover procedures. The Cost of Funds will be agreed with the customer on an individual basis prior to drawdown.

(ii) Market Related Rates

These are Market Related Rates and are fixed for periods not exceeding 12 months. The Market Related Rate(s) set out in this Offer Letter will be determined by the Bank, with reference to three components:

(la) Cost of Funds

The rate determined by the Bank on the date of drawdown and calculated by reference to the rate at which the Bank can borrow money on the Euro Interbank Market, for a period corresponding to the relevant interest rate period. The interest rate will be set on the date of drawdown and shall be reset on the first day of each interest rate period.

OR

(1b) EURIBOR

The rate determined by the Bank, two Rate Fixing Days prior to drawdown and calculated by reference to the rate at which Euro Jnterbank term deposits, (quoted for spot value on an adjusted 365 day count basis, for a period corresponding to the relevant interest rate period) are being offered within the EMU zone, by one prime bank to another at 11.00 am. (Brussels time).

Euribor will be quoted to the Bank on a 360 day count basis, adjusted to a 365 day count to take account of existing market practice in Ireland. The amount of interest will vary only to the extent of differences attributable to rounding, when the rate is adjusted from 360 to 365 days.

Euribor can be availed of on any Rate Fixing Day. Rate Fixing Day means any day on which banks are open for general business in Ireland and 'Target' is operating. 'Target' means the 'Trans European Automated Real-Time Gross Settlement Express Transfer' System to facilitate, inter alia, large value inter-bank same day payments, which is scheduled to operate every day excluding Saturdays, Sundays, Christmas Day, 26th December, New Year's Day, Good Friday, Easter Monday and 1st May.

(2) Liquidity Costs /Reserve Asset Cost

Such additional percentage rate as the Bank shall determine to be necessary to compensate the Bank, for the cost to the Bank, during the period of the facility, of funding or maintaining a facility in the relevant amount, by reason of the Reserve Asset Requirement relative to such period. Reserve Asset Requirement means any liquidity, reserve ratio, special deposit or similar requirement (or other

requirement having the same or similar purpose) of any Regulatory Authority, whether or not having the force of Law with which the Bank has complied.

(3) Bank Lending Margin

The margin is as stated earlier in this Offer Letter. Such margin may be increased at any time, at the discretion of the Bank, if, in the opinion of the Bank, there is an Event of Default or failure to complete and deliver security in the form specified in this Offer Letter or where the Bank has permitted drawdown without satisfaction of Conditions precedent in this Offer Letter. Such increase in margin will be notified to the Borrower in writing and will be effective from the date specified therein.

Market Related Drawdown/Rollover Procedures

Drawdowns and rollovers of facilities may only be accommodated on a Business Day. For a facility which will be determined, inter alia, by reference to Euribor, the Bank must be advised on a Business Day, which is two Rate Fixing Days prior to date of the proposed drawdown. For all other facilities, the Bank may be advised on the day of drawdown.

All facilities based on Market Related Rates are subject to interest rate period determined on the date of original drawdown or such other period (i.e. 1, 3, 6 or 12 months), as may be agreed between Banker and Borrower.

On the termination of the original interest rate period and all subsequent interest rate periods determined, unless the Bank is contacted by the Borrower in accordance with these provisions, the Bank will rollover the facility for the same interest rate period, as originally determined, at the prevailing interest rate on the date of rollover, for the relevant interest period.

In the case of a rate being determined, inter alia, by reference to Euribor, the rate applicable will be set two Rate Fixing Days prior to rollover.

The Borrower will be notified in writing of the new interest rate and next rollover date.

Calculation of Interest and Conversions

For all facilities set out in this Offer Letter, the Bank will determine the rate of interest. Interest will be calculated and accrued daily on the basis of a 365 day count and be computed and payable by the Borrower on the daily balance outstanding (after adjustment is made for items in the course of collection) on the facility and shall be compoundable at such quarterly or other periodic rests as the Bank, in its absolute discretion, shall determine and in accordance with the Bank's practice for accounts, from time to time.

For all facilities subject to a repayment schedule, any variation in the interest rate (whether arising because of an adjustment of interest rates, as between one fixed rate period and another fixed rate period or otherwise) may be accommodated at the discretion of the Bank by way of:

(a) an adjustment to the amount of the repayments during the remaining period of the facility:

or

(b) an adjustment of the number of repayments within the remaining period of the facility:

or

(c) an adjustment in the amount of the final repayment.

If no such adjustment is made, repayments will continue until the facility, together with interest, is repaid notwithstanding that this may alter the period originally envisaged.

As and when it is considered necessary or desirable, the Bank will make such adjustments, amendments or variations to the terms of this letter as it considers appropriate, due to the impact of the third stage of EMU and any consequent changes in market practices, so as to put the Bank in the same position, as far as possible, as it would have been in if no such event had occurred.

Change in the Method of Calculation of Interest for all facilities set out in this Offer Letter

The method for calculating interest and the interest rate may be changed in respect of all facilities from time to time at the Bank's absolute discretion, whether to take account of a change in prevailing market conventions in Ireland or otherwise. In the event of such change occurring during the continuance of

this facility, the Bank will give to the Borrower one month's prior notice that such change is to take place with effect from the date of expiry of such notice.

6. Early Repayment

(1) Variable Rates

Repayments in excess of those stated in this Offer Letter may be made at any time during the term of a variable rate advance, without penalty.

(2a) Fixed Rates/ Market Related Rates

Early repayments in minimum amounts of EUR10,000 or multiples thereof, are allowed on market related and fixed rate facilities/loans, subject to the provisions under ' Funding Sum' clause below, and to the Borrower providing 3 Business days prior notice, in writing, to the Bank. Any such notice shall be irrevocable and shall oblige the Borrower to repay the amount, on the date specified.

Early repayments will be applied in inverse order of maturity and amounts repaid will not be available for redrawing.

(2b) Funding Sum

There will be a funding sum payment by the Borrower in the event of:

- early repayment in full
- partial early repayment(s)
- conversion to a variable interest rate
- conversion to another fixed interest rate, within the initial fixed rate period or any further fixed rate period
- failure to drawdown a facility for which the rate has been booked with the Bank in advance

The funding sum will be the amount calculated by the Bank of all losses, costs and expenses arising from such events. A certificate of an officer of the Bank as to the amount of the funding sum shall be conclusive in the absence of manifest error.

7. Overdrafts

7A. Overdraft Limit

1. Any overdraft must operate within an authorized credit limit.

2. A basic requirement is that an overdraft must revert to credit for at least 30 days in all, whether consecutively or otherwise, during the 12 month period from either the date of sanction or from the date of any subsequent new permission, if granted, and for any subsequent twelve month period. Where an overdraft fails to meet the above requirement the interest rate is revised and a higher rate will be charged once for that 12 month period retrospectively. The higher rate will consist of the then applicable interest rate plus 0.5% per annum of the average full overdraft balance which is applied at the following quarters interest posting. The above- mentioned rate may at any time and from time to time be changed by the Bank at its absolute discretion subject to prior approval of the relevant regulatory authority.

3. Any and all amounts owing by the Borrower to the Bank from time to time under any overdraft facility whether listed in the Offer Letter or not shall be repayable on the Bank's demand at any time and the Bank shall be entitled to cancel its commitment to lend to the Borrower or to honour an instruction of the Borrower in relation to any such overdraft facility by such demand.

7B. Interest Set Off

Should the Bank agree to a formal set off arrangement for interest purposes between two or more current accounts, a 1% per annum charge (unless otherwise specified) is payable on the current account balances set off. Interest set off is charged to the Borrower's account and payable at the same time and in the same manner as the normal interest charge.

7C. Referral Item Fees

Any debit or cheques that cause an account to exceed its approved limit is/are subject to a referral item fee of €4.63 (currently) per item.

8. Interest Surcharges

8A. Interest Surcharges Rates and amounts on which Interest Surcharges will be charged

An additional interest charge at the rate of 0.75% per month or part of a month (i.e. 9% per annum) subject to a minimum of €2.54 per month will be paid by the Borrower on the following amounts;

(i) any amount not paid by the Borrower to the Bank by its due date.

(ii) any amount not repaid on the Bank's demand where such demand is made in the case of an Overdraft facility or other facility repayable on demand;

(iii) any outstandings which become repayable by the Borrower to the Bank following the occurrence of an Event of Default pursuant to Clause 12 of these Term and Conditions; and

(iv) the amount of any overdrawn balance which has not been authorised by the Bank's prior agreement or any overdrawn balance which is in excess of the overdraft limit authorised by the Bank's prior agreement.

8B. Periods of Accrual of Interest Surcharge

The additional interest charges provided for above shall accrue;

(i) in the case of any sum not paid by the Borrower on its due date, from such date until the relevant sum is paid in full;

(ii) in the case of any sum repayable by the Borrower on the Bank's demand (and whether such sum is outstanding by way of Overdraft or otherwise), from the date of such demand until the relevant sum is repaid in full;

(iii) in the case of any outstandings which have become repayable by the Borrower to the Bank pursuant to Clause 12 of these Terms and Conditions (Events of Default), from the date from which such outstandings become payable or repayable to the Bank pursuant to Clause 12 of these Terms and Conditions until such outstandings are repaid or discharged in full;

(iv) in the case of any unauthorised Overdraft balance or any excess over an authorised Overdraft balance, from the date such unauthorised Overdraft balance or excess occurs until it is repaid in full; and

(v) in all cases both before and after judgment as appropriate.

8C. Surcharge Interest - Additional

The Borrower shall discharge interest due to the Bank at the rate relevant to the amounts owing by the Borrower to the Bank in addition to any amount of additional interest as provided for in this Clause 8.

8D. When and How Surcharge Interest is Payable

The additional interest charge provided for in this Clause 8 shall be payable by the Borrower to the Bank at the same time and in the same manner as the relevant interest charge, currently quarterly. Such additional interest shall be charged to the Borrower's account or accounts with the Bank.

8E. Liquidated Damages

Any such additional interest charge as is provided for in this Clause 8 is intended to constitute liquidated damages to the Bank including compensation for its increased administrative and related general costs occasioned by:

(i) the Borrower's default in payment of any amount when due including when such amount becomes due on the Bank's demand; and or

(ii) the Borrower causing any unauthorised Overdraft or any unauthorised excess over an authorised Overdraft limit to occur; and or

(iii) the Borrower otherwise defaulting in respect of the Borrower's obligation to the Bank.

8F. Change in Interest Surcharges

The rate or minimum amount of additional interest charge provided for in Clause 8A above may at any time and from time to time be changed by the Bank at its absolute discretion, subject to approval by the relevant Regulatory Authority.

In the event of any such change or alteration occurring during the continuance of a facility, the Bank will give the Borrower a minimum of one month's prior notice that such change or alteration is to take place.

Notice under this Clause 8F. may be given by the Bank to Borrower by any means the Bank considers reasonable.

9. Legal & Other Charges

The Borrower shall pay to the Bank on demand, all legal charges and other costs and expenses in addition to any duty or out-of-pocket expenses incurred by the Bank, in connection with the preparation, negotiation, execution, enforcement and realisation of the facility(ies) or any security held from time to time. The Borrower hereby authorises the Bank to debit any accounts with the Bank or with any other Bank or financial institution in the name of the Borrower with any and all of the foregoing amounts, as they arise from time to time.

Any survey or valuation fees will be the responsibility of the Borrower.

10. Covenants

10.1 The Companies Act 1990 ("the Act")

(a) Where the Borrower is a limited company, the following covenants will apply:

i. The Borrower will notify the Bank if restrictions are imposed on any of its shares, pursuant to any section of the Act.

ii. The Borrower will notify the Bank of any report made by any inspectors, arising from an investigation of the Borrower or its ownership and will provide a copy of the report, if one has been supplied to the Borrower.

iii. The Borrower will notify the Bank if any Disclosure Order is made, relating to any shares or debentures in the Borrower's name, pursuant to the provisions of the Act.

iv. The Borrower will notify the Bank if any director has been the subject of a Declaration Order or a Disqualification Order.

(b) If shares ("The Shares") in a company are being taken as security, the following covenants will apply:

i. The Borrower will notify the Bank if any restrictions are imposed on the Shares which it holds by way of security, pursuant to any provisions of the Act.

ii. The Borrower will notify the Bank and the PLC in which the Shares are held if, during the duration of the facility, the interest of the Borrower in the Shares of the PLC, at any time equals or exceeds 5% of any class of shares in the PLC carrying the rights to vote at general meetings.

iii. The Borrower will comply with any notice served on him by the PLC to furnish information relating to the Shares of the PLC and to notify the Bank if any such notice has been served on him.

10.2 Environmental Covenant

The Borrower covenants with the Bank that it will obtain all requisite environmental licences, within the meaning of the Environmental Protection Agency Act 1992 as amended, or analogous legislation, and will comply with the terms of all such licences and all other environmental law, concerning the

protection of human health or the environment or the conditions of the work place or the generation, transportation, storage or disposal of dangerous substances.

The Borrower will notify the Bank of all communications received in respect of any modification, suspension or revocation of any environmental licence applicable to it and/or any alleged breach of any Environmental Law.

10.3 Environmental Indemnity

The Borrower hereby indemnifies the Bank against any costs or expenses suffered or incurred, which arise by virtue of an act or alleged breach of the Environmental Protection Agency Act 1992 as amended, or analogous legislation or other applicable environmental law concerning the protection of human health or the environment or the conditions of the work place or the generation, transportation, storage or disposal of dangerous substances.

11. Indemnity

By acceptance of this Offer Letter, the Borrower agrees to indemnify the Bank against any liability which might accrue to the Bank for Capital Gains Tax under the terms of Section 56 of the Finance Act 1983, as the same may be amended or varied from time to time.

The Borrower hereby fully indemnifies the Bank from and against:

(i) all unpaid commission, fees, interest, charges (including legal charges), losses, costs and expenses payable in respect of the Borrowers liabilities together with any funding fees, broken funding costs, damages, liabilities or any other amount due or to become due under this Offer Letter and

(ii) any liabilities in connection with interest and foreign exchange transactions or any liability in connection with interest and currency hedging and swap agreements, forward rate agreements, interest and currency futures or options, interest rate caps, interest rate floors, interest rate collars, gilt and cash options and any other forms of financial instruments which may be incurred by the Bank in respect of the Borrower's liabilities under this Offer Letter arising out of any Event of Default or any drawdown, rollover or repayment/early repayment of the facilities under this Offer Letter or otherwise in connection with these facilities or the security in respect of these facilities or which may be incurred in liquidating or deploying deposits from third parties acquired to make, maintain or fund the facility/facilities (or any part of it/them).

12. Events of Default

Notwithstanding the demand nature of certain facilities, Bank of Ireland reserves the right to terminate its commitment to transact business hereunder and to call for the immediate early repayment of all outstandings on the occurrence of any Event of Default, unless such Event of Default has been waived in writing by the Bank.

The following will constitute an Event of Default:

i. The breach of any covenant, condition, or term outlined herein (if any), or in associated documentation.

ii. If the Borrower defaults in the payment of any principal, interest, or other amount payable hereunder when due.

iii. The death or bankruptcy of the Borrower (if the Borrower is an individual).

iv. If any security over the assets of the Borrower or part thereof, becomes enforceable, whether or not the security-holder thereof takes any steps to enforce the same.

v. If the Borrower, or any member of the Group, stops, or threatens to stop, payment to its creditors, or ceases, or threatens to cease to carry on its business, or any part thereof, or changes the nature of its business, or any part thereof, which is material to the Borrower and/or any member of the Group.

vi. If an Order is made or an effective resolution is passed for the winding up of the Borrower or any member of the Group, other than for the purpose of amalgamation or reconstruction, the terms of which have been agreed by the Bank.

vii. If a Receiver is appointed over any of the assets of the Borrower or any member of the Group.

viii. If a petition is presented before any competent court, or an Order made, or a notice published or issued by any competent court or any analogous proceeding, or any action whatsoever is taken for the appointment of an Administrator, an Administrative Receiver, an Examiner, a Liquidator, a Receiver, a Trustee or any similar Officer to the Borrower or any related Company or any member of the Group, or over all or a substantial part of the assets of any Related Company. A Related Company will have the meaning ascribed to it in Section 4 (5) of the Companies (Amendment) Act 1990.

ix. If a petition is presented for the winding up of the Borrower or any member of the Group by the appropriate Minister, on foot of an investigation, or where a Court decides to make an Order for the winding up of the Borrower or any member of the Group, under the provisions of the Companies Act 1990.

x. If, in the opinion of the Bank, there occurs any material adverse change in the Borrower's business, undertaking, assets or financial condition.

xi. If it becomes impossible or unlawful for the Borrower or the provider of security, to comply with or fulfill any of its obligations in this letter, or for the Bank to exercise any of its rights or powers.

xii. If a guarantee, indemnity or letter of credit, which is being relied upon by the Bank ceases, for any reason, to be in full force or effect or if a party providing such a guarantee, indemnity or letter of credit notifies or purports to notify the Bank of his, her or its intention to terminate his, her or its liability thereunder.

xiii. If any provision of this letter is, or becomes invalid or unenforceable.

xiv. If the Bank becomes aware that restrictions have been imposed on any shares of the Borrower, pursuant to the provisions of the Companies Act 1990.

xv. If a Disclosure Order is made, which relates to any shares or debentures of the Borrower, pursuant to the provisions of the Companies Act 1990.

xvi. If a Declaration Order or a Disqualification Order is made under the Companies Act 1990, affecting a Director of the Borrower.

xvii. If the Borrower does not comply with all licenses necessary for the conduct of his/her/its business in a lawful manner, and without prejudice to the generality of the foregoing, all applicable Environmental Laws or Environmental Licences and that non-compliance has, in the opinion of the Bank, a material adverse affect on its financial condition or on its ability to perform its obligations under this letter.

xviii. If any indebtedness or obligation of the Borrower, or any member of the Group responsible for the repayment of any part of Bank debt, becomes due and payable prior to the specified due date, as a result of any default thereunder or is otherwise not paid when due.

xix. If any event similar or analogous to those set in paragraphs (i) to (xviii) occurs which affects a person providing a guarantee, indemnity or letter of credit relied upon by the Bank.

xx. If you do not meet the loan repayments of your loan, your account will go into arrears. This may affect your credit rating.

13. European Investment Bank Funding

Where any part of the above facilities has been funded by way of advance from the European Investment Bank ("EIB") to the Bank:-

1. The Borrower shall use the facility exclusively for the purpose outlined above
2. The Borrower shall from time to time permit persons appointed by the EIB to inspect sites, installations and works on which any part of the facilities provided herein have been expended and will provide such persons with all the necessary information and assistance for the purposes of their inspection.
3. The Borrower shall comply with any Environmental Law

4. The Borrower shall confirm to the Bank that the Borrower is not a defendant in proceedings brought by the European Commission

14. No Assignment

The Company shall not be entitled to assign the benefit of this Offer Letter.

The Bank shall be entitled to transfer and/or assign the benefit of this Offer Letter and the benefit of the security outlined in this Offer Letter to any subsidiary of the Bank or any other Bank or company. This Offer Letter shall enure to the benefit of the successors, transferees and assigns of the Bank.

15. Disclosure of Information

The Bank may make appropriate enquiries in relation to and arising from the offer and may disclose information relating to the facilities to any credit reference bureau or agency.

The Bank is hereby authorised to disclose information relating to the facilities or any security held to any person acting as agent of the Bank in connection with the facilities or any such security held.

The Borrower irrevocably authorises and consents to any future transfer or assignment of the debt and any security held, as part of a loan transfer and securitisation scheme or otherwise and to the disclosure of any information relating to the debt and any security held to the transferee, assignee or other party, whether in connection with a loan transfer or securitisation scheme or any other type of transfer or assignment.

To the extent that any of the information referred to in the foregoing paragraphs constitutes personal data, within the meaning of the Data Protection Act 1988 as amended, the Borrower agrees that the foregoing authorisations shall constitute appropriate consent for the purposes of the Data Protection Act 1988 as amended.

16. Notice Provisions

Any notice or demand to be given hereunder shall be in writing and shall be deemed duly given, upon being left at the Borrower's last known address or registered office or place of business or 48 hours after having been posted by pre-paid post to the Borrower at the Borrower's last known address or registered office or place of business.

17. Law and Jurisdiction

This Offer Letter shall be governed by and construed in accordance with the laws of Ireland.

The Borrower hereby irrevocably submits to the jurisdiction of the Courts in Ireland for all purposes of the Offer Letter.

The Borrower irrevocably agrees that nothing herein shall preclude the right to bring proceedings in any other Court of competent jurisdiction as the Bank may elect and that legal proceedings in any one or more jurisdiction shall not prejudice legal proceedings in any other jurisdiction.

EXHIBIT 11

GUARANTEE and INDEMNITY
by UTAH MEDICAL PRODUCTS, INC. to BANK OF IRELAND

Dated the 13th day of June, 2008

UTAH MEDICAL PRODUCTS INC

- and -

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

G U A R A N T E E and I N D E M N I T Y

BRANCH	**:**	**ATHLONE**
ACCOUNT OF	**:**	**UTAH MEDICAL PRODUCTS LIMITED**
EXECUTED BY	**:**	**UTAH MEDICAL PRODUCTS INC**
AMOUNT	**:**	**€2,621,000**
CURRENCY	**:**	**EURO**

Richard Black Solicitors
Beechfield House
Clonee,
Dublin 15

GUARANTEE and INDEMNITY

THIS GUARANTEE AND INDEMNITY dated this 13th day of June Two Thousand and Eight.

BETWEEN: **UTAH MEDICAL PRODUCTS, INC.** of 7043 South 300 West Midvale, UT 84087 (hereinafter called "the Guarantor" which expression shall include its, successors or assigns) and **THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND** (hereinafter called "the Bank" which expression shall include its successors or assigns).

Whereas the Guarantor has requested and the Bank has agreed to grant and/or continue accommodation to **UTAH MEDICAL PRODUCTS LIMITED** of Garrycastle, Athlone, Co. Westmeath (hereinafter called "the Customer") upon the Guarantor executing a Guarantee in favour of the Bank on the terms and conditions hereinafter appearing.

Now therefore **IT IS HEREBY AGREED AND DECLARED** as follows:-

A. In consideration of the Bank making or continuing advances or otherwise giving credit or affording banking facilities to the Customer, for as long as the Bank may think fit, the Guarantor unconditionally and irrevocably guarantee and agree as a continuing obligation to pay to the Bank on demand all sums of money (hereinafter called the "ultimate balance") which are now or shall at any time be owing or remain unpaid to the Bank anywhere from or by the Customer whether as principal or surety and whether solely or jointly with any other party or from any firm in which the Customer may be a partner, upon current overdraft accounts, promissory notes or bills discounted or paid and other loans, credits, leases, indemnities or advances made to or for the accommodation or at the request of the Customer solely or jointly or of any such firm as aforesaid whether for actual or contingent liability or any liability in connection with foreign exchange transactions or any liability in connection with interest and currency hedging and swap agreements, forward rate agreements, interest and currency futures or options, Interest Rate Caps, Interest Rate Floors, Interest Rate Collars, Gilt and Cash Options and any other forms of financial instruments or pursuant to any guarantees, indemnities or on any other account or in respect of money which the Customer is or shall become liable to pay to the Bank in any manner whatsoever together with in all the cases aforesaid, all interest, as well after as before any demand or judgment, discount and other bankers' charges including legal charges occasioned by the preparation, negotiation and execution of this guarantee or as otherwise may be incident to this or any other security held by or offered to the Bank for the ultimate balance or by or to the enforcement of any such security and any liability to stamp duty or any other duties (all such monies being hereinafter referred to as "the Customer's liabilities") on a full and unqualified indemnity basis save and except any part of the Customer's liabilities, the securing of which would contravene the provisions of Section 31 of the Companies Act 1990 as the same be amended, extended or re-enacted from time to time or any equivalent or like provision of law **PROVIDED ALWAYS** that the total amount ultimately enforceable against the Guarantor under this guarantee shall not exceed the principal amount set out below and to the extent they relate to such principal the following additional amounts:-

(i) all unpaid interest accrued and payable in respect of the Customer's liabilities;

(ii) all interest on the Customer's liabilities from the date of demand under or earlier determination of this guarantee until payment calculated at the rate and in the manner applicable to the relevant account of the Customer;

(iii) all unpaid commission, fees, charges (including legal charges) and expenses payable in respect of the Customer's liabilities together with any broken funding costs, damages, liabilities and any liabilities in connection with interest and foreign exchange transactions or any liability in connection with interest and currency hedging and swap agreements, forward rate agreements, interest and currency futures or options, interest rate caps, interest rate floors, interest rate collars, gilt and cash options and any other forms of financial instruments which may be incurred by the Bank in respect of the Customer's liabilities; and

(iv) all such additional amounts as may be necessary in order that the net amounts which the Bank receives from the Guarantor hereunder after any taxes, levies, imposts, duties, deductions, withholdings or other charges referred to in Clause 24 hereof shall equal the respective amounts due under this guarantee.

The principal amount referred to above is:

Amount	Currency
2,621,000	Euro

say Two Million, Six Hundred and Twenty One Thousand Euro

B. This guarantee is subject to the following terms and conditions:

1. Unless the contrary intention appears, words in the plural shall include the singular. References herein to the masculine gender shall include the feminine as the context admits and any reference in this guarantee to a “guarantee” shall be deemed to refer to this “Guarantee and Indemnity”.

2. This guarantee shall be in addition to and not in substitution for any other guarantee for the Customer given to the Bank by the Guarantor.

3. This guarantee shall be in addition to and shall not be in any way prejudiced or affected by any collateral or other security now or hereafter held by the Bank for all or any part of the liabilities hereby guaranteed.

4. Although the ultimate liability of the Guarantor under this guarantee is not to exceed the limit hereinbefore specified, yet this guarantee shall be construed and take effect as a guarantee for the whole and every part of the ultimate balance owing by the Customer to the Bank and unless and until such balance has been paid in full by the Guarantor the Guarantor shall not be entitled to share in any security held by the Bank on account of that balance or to stand in the place of the Bank in respect of any security or money nor until such balance has been paid in full shall the Guarantor take any steps to enforce any right or claim against the Customer in respect of any monies paid by the Guarantor to the Bank hereunder or have or exercise any rights as surety in competition with the Bank.

5. For the purpose of enabling the Bank to sue the Customer or prove against his estate or prove in the bankruptcy, winding up of, insolvency or examination by an examiner of or any

analogous proceedings in relation to the Customer for the whole of the ultimate balance or to preserve intact the liability of any other party, the Bank may at any time place and keep for such time as it may think prudent any money received, recovered or realised hereunder on one or more separate or suspense accounts to the credit either of the Guarantor or of such other party as it shall think fit without any intermediate obligation on the part of the Bank to apply the same or any part thereof in or towards the discharge of the ultimate balance owing as aforesaid and without any intermediate right on the part of the Guarantor to sue the Customer or prove against his estate or in the bankruptcy, insolvency or winding-up of or in the examination by an examiner of or any analogous proceedings in relation to the Customer in competition with the Bank or so as to diminish any dividend or other advantage that would or might come to the Bank or so as to treat the liability of the Customer as diminished.

6. All monies received by the Bank from the Guarantor or the Customer or any other party liable to pay the same may be applied by the Bank to any account or item of account or to any transaction to which the same may be applicable.

7. This guarantee shall not be considered as satisfied by any intermediate payment or satisfaction of the whole or any part of any sum or sums of money owing as aforesaid but shall be a continuing security and shall extend to cover any sum or sums of money which shall for the time being constitute the balance due from or unpaid by the Customer to the Bank upon any such account or accounts as aforesaid and so that where such balance exceeds the aforesaid limit of the liability of the Guarantor, the Bank may select the particular account or accounts which is or are to be regarded as secured by this guarantee.

8. Demands under this guarantee may be made from time to time and may be withdrawn and subsequently made again and the liabilities and obligations of the Guarantor under this guarantee may be enforced irrespective of:

   (a) whether any demands, steps or proceedings are being or have been taken against the Customer, the Guarantor and/or any third party; or

   (b) whether or in what order any security to which the Bank may be entitled in respect of the ultimate balance is enforced.

   In any case where the liability of the Customer to the Bank is in respect of a liability of the Bank incurred on behalf of the Customer which is contingent a demand for payment of any such liability may be made by the Bank at any time on the Guarantor for an amount not exceeding the likely maximum amount as determined by the Bank of that liability; notwithstanding that at the time of such demand the Bank has not been called upon to make payment on behalf of or in respect of the Customer. In the case that any amount so paid by the Guarantor to the Bank hereunder shall exceed the amount of the liability actually incurred by the Bank upon crystallisation of such contingent liability the Bank shall refund such excess amount together with any interest that would have accrued thereon had a similar amount been placed on deposit with the Bank for a similar period of time.

   In the event of any demand being made under this guarantee, the Bank may continue its account(s) with the Customer notwithstanding the calling in of the Guarantor's

liability in respect of the amount due from the Customer at the date when the calling in takes effect and such amount due shall remain regardless of any subsequent dealings in any such account(s).

9. This guarantee shall be binding as a continuing security on the Guarantor until the expiration of one calendar month after the Guarantor shall have given to the Bank notice in writing to discontinue and determine it.

10. In the event of this guarantee ceasing from any cause whatsoever to be binding as a continuing security on the Guarantor:-

(a) all cheques, orders for payment, drafts, bills, notes and negotiable instruments or securities drawn, made, endorsed or accepted by or for the account of the Customer on the Bank or its agents and purporting to be dated on or before the date when the guarantee ceases to be a continuing security ("the discontinuance date") although presented to or paid by the Bank or its agents after the discontinuance date, and

(b) all liabilities of the Customer to the Bank at the discontinuance date whether certain or contingent or whether payable forthwith or at some future time or times and also all credits then established by the Bank for the Customer shall remain payable by the Guarantor under this guarantee notwithstanding that the guarantee shall have ceased to be binding as a continuing security; and

(c) The Bank shall be at liberty without thereby affecting its rights hereunder to open a fresh account or accounts or to continue any then existing account or accounts with the Customer and no money paid from time to time into any such account or accounts by or on behalf of the Customer and subsequently drawn out by the Customer shall on settlement of any claim in respect of this guarantee be appropriated towards or have the effect of payment of any part of the monies due from or unpaid by the Customer or of the interest thereon at the time of this guarantee ceasing to be so binding as a continuing security unless the party paying in the money shall at the time of payment in writing direct the Bank specially to appropriate it to that purpose.

11.(i) The Bank shall be at liberty without any further consent from the Guarantor and without in any way affecting its rights against the Guarantor, and notwithstanding that it may increase or otherwise affect the liability of the Guarantor at any time to

(a) renew, determine, enlarge or vary any credit to the Customer, to renew, vary, exchange, release or abstain from perfecting or enforcing any other securities held or to be held by the Bank for or on account of the monies intended to be hereby secured or any part thereof, to renew bills and promissory notes in any manner and to compound with, give time for payment to, accept compositions from and make any other arrangements with the Customer or any other party in respect of the liabilities hereby secured;

(b) vote for or against any composition offered or made by the Customer or any person or company in any winding up, bankruptcy, examination or arrangement matter whether outside or under the control of the Court or value or give up therein any security.

11.(ii) The liabilities and obligations of the Guarantor under this guarantee shall remain in force notwithstanding any act, omission, neglect, event or matter whatsoever except the proper and valid payment of the ultimate balance and subject as hereinafter provided in this guarantee an absolute discharge or release of the Guarantor signed by the Bank and without prejudice to its generality the foregoing shall apply in relation to anything which would have discharged the Guarantor (wholly or in part) or which would have afforded the Guarantor any legal or equitable defence.

11.(iii) The Bank may release or discharge any one or more of the persons a party to this guarantee from the obligations of this guarantee or compound with or otherwise vary or agree to vary the liability of or to grant time or indulgence or to make other arrangements with any one or more of them or any other person without prejudicing or affecting its rights against the other or others of such persons. Without prejudice to the generality of the foregoing none of the liabilities or obligations of any of the Guarantor under this guarantee shall be impaired by any provision of this guarantee being or becoming void, unenforceable or otherwise invalid under any applicable law as regards any other Guarantor for any reason whatsoever.

12. A certificate in writing signed by any duly authorised officer of the Bank stating the amount at any particular time due and payable by the Guarantor to the Bank shall (save for manifest error) be conclusive evidence as against the Guarantor.

13. The Guarantor hereby warrants and undertakes to the Bank that in respect of its liability under this guarantee it has not taken and will not take from the Customer, either directly or indirectly, without the consent of the Bank, any promissory notes, bills of exchange, mortgage, charge or other security whether merely personal or involving a charge on any property whatsoever of the Customer whereby the Guarantor or any person claiming through them by endorsement, assignment, or otherwise would or might on the bankruptcy, insolvency, winding-up of or examination by an examiner of or any analogous proceedings in relation to the Customer and to the prejudice of the Bank increase the proofs in such bankruptcy, insolvency; winding-up of or examination by an examiner of or any analogous proceedings in relation to the Customer or diminish the property distributable among the creditors of the Customer; and that as regards any such security as aforesaid which the Guarantor may have taken or may take with such consent as aforesaid the security shall be a security to the Bank for the fulfilment of the obligations of the Guarantor hereunder and shall forthwith be deposited by the Guarantor with the Bank for that purpose.

14. In respect of the Guarantor's liability hereunder the Bank shall have a lien on all securities or other property of the Guarantor held by the Bank whether for safe custody or otherwise. The Guarantor hereby authorise the Bank entirely at the discretion of the Bank (as well before as after demand hereunder) and without any notice to the Guarantor at any time to set-off and apply any credit balance on any account of the Guarantor with the Bank (whether current or otherwise or subject to notice or not) or any monies held by or to be held by the Bank to the order of the Guarantor, in satisfaction of any sum due and payable by the Guarantor to the Bank hereunder and for this purpose the Bank is authorised to purchase with the monies standing to the credit of any such account or any monies held or to be held as aforesaid such other currencies as may be necessary to effect such application. The Bank shall not be obliged to exercise any right given to it by this clause 14.

15. No assurance, security or payment which may be avoided or proves to have been for any reason invalid under any enactments relating to bankruptcy or under the provisions of any other law governing the Customer or the Guarantor or any other person from whom the Bank receives any assurance, security or payment and no release, settlement, discharge, composition or arrangement which may have been given or made on the faith of any such assurance, security or payment shall prejudice or affect the Bank's right to recover from the Guarantor to the full extent of this guarantee as if such assurance, security, payment, release, settlement, discharge, composition or arrangement (as the case may be) had never been granted, given or made. The Bank shall be at liberty to retain any security held for the Guarantor's liability hereunder for a period of seven months after the repayment of all sums that are or may become due to the Bank from the Customer notwithstanding any release, settlement, discharge or arrangement given or made by the Bank provided that if at any time within the period of six months after such repayment either a bankruptcy petition shall be presented against the Customer or a petition shall be presented to a competent Court for an Order for the winding up of the Customer or the Customer shall commence to be wound up voluntarily or if a petition is presented before any competent Court or an Order is made or notice published or issued by any competent Court or any analogous proceedings or action is taken in connection with the appointment of an examiner, administrator, administrative receiver, trustee or any similar officer to the Customer or to a Related Company of the Customer. The Bank shall be at liberty to continue to retain such security or any part thereof for and during such further period as the Bank may determine in which event such security shall be deemed to have continued to have been held by the Bank as security for the payment to the Bank of all or any sums which shall or may become due and owing to the Bank from and by the Guarantor either by virtue of the provisions of this guarantee or as a consequence of any Order made by a competent Court under any provisions of bankruptcy or company law.

    For the purposes of this clause 15 Related Company has the meaning ascribed to it in Section 4 (5) of the Companies (Amendment) Act, 1990.

16. The non-execution or invalid execution of this guarantee by any one or more of those who have agreed to join in this guarantee will not affect the liability of those who have joined in and signed this guarantee.

17. This guarantee shall not be discharged nor shall the Guarantor's liability be affected by reason of any failure or irregularity defect or informality in any security given by or on behalf of the Customer in respect of the monies or liabilities hereby secured nor by any legal limitation, disability, incapacity or want of any borrowing powers of or by the Customer or want of authority of any director, manager, official or other person appearing to be acting for the Customer in any matter in respect of the monies or liabilities hereby secured or any other circumstance which renders the liability of the Customer void or unenforceable and such monies or liabilities will be recoverable by the Bank from the Guarantor as sole, original and independent obligor upon first written demand by way of a full indemnity together with all losses, claims, costs, charges and expenses to which the Bank may be subject or which it may incur in connection with the Customer's liabilities or this guarantee.

18. This guarantee shall not be discharged nor shall the Guarantor's liability be affected by any reduction occurring in, or other arrangement being made relating to the Customer's liabilities

or any of them to the Bank as a result of any arrangement or composition, made pursuant to any of the provisions of the Companies (Amendment) Act, 1990 or any analogous provisions or made pursuant to any proceedings or actions whatsoever and whether or not following the appointment of an administrator, administrative receiver, trustee, liquidator, receiver or examiner or any similar officer to the Customer or over all or a substantial part of the assets (as the case may be) of the Customer and the Guarantor hereby agree with and to the Bank that the amount recoverable by the Bank from the Guarantor hereunder will be and will continue to be the full amount which would have been recoverable by the Bank from the Customer in respect of the Customer's liabilities and any of them had no such arrangement or composition as aforesaid been entered into.

19. Should the Customer be an unincorporated body, committee, partnership, trustees or debtors on a joint account, this guarantee shall remain effective notwithstanding any retirement, change, accession or addition as fully as if the person or persons constituting such body, committee, partnership, trustees or debtors on joint account at the date of the Customer's default or at any time previously was or were the same as at the date hereof.

20. Any notice or demand hereunder shall be in writing and shall be expressed to be a notice given hereunder and shall be deemed to be given upon being left at or transmitted by telex to the correct telex number of the party to whom it is being transmitted or by telefax to the party to whom it is being sent or forty-eight hours after having being posted by prepaid ordinary post to the party to which it is to be given at its address hereinbefore set out or such other address as such party shall have previously communicated by notice to the party giving such first mentioned notice or demand.

21. If the Bank wishes to assign and/or transfer its rights in respect of any facility or accommodation made available by the Bank to the Customer, or any part thereof the Bank shall be free to assign and/or transfer to the relevant assignee or transferee the benefit of this guarantee to the extent that it relates to such facility or accommodation or such part thereof and no such assignment or transfer shall affect this guarantee as far as concerns the right of the Bank in respect of the facilities or part thereof not so assigned or transferred. This guarantee shall not be assigned by the Guarantor except with the prior consent in writing of the Bank and shall inure to the benefit of the successors, assigns and transferees of the Bank. The Guarantor hereby irrevocably authorise the Bank for the purposes of or in connection with any proposed transfer or assignment to disclose to the proposed assignee or transferee all and any information and documentation in the Bank's possession in relation to the Guarantor or any of them as may be reasonably required by any such person in connection with such assignment or transfer and so far as such information constitutes personal data within the meaning of the Data Protection Act, 1988 this authority shall be a consent for the purposes of the said Act.

Without prejudice to the generality of the foregoing where the Bank holds the debt(s) in respect of which the security in the form of this guarantee is given on trust for a third party and/or where the Bank holds the debt(s) following an equitable assignment thereof to a third party the Guarantor hereby acknowledge and agree that the Bank may hold this guarantee on the same terms and with like effect as it holds the debt in respect of which the security in the form of this guarantee is being given and this guarantee will be in full force and effect in respect of all such debt(s) and the benefit of the security created by this guarantee is intended

by the Guarantor and the Bank to be transferable in like manner and with the same effect as the debt in respect of which the security is given.

22. A waiver by any of the parties hereto of any breach by any other party of any of the terms, provisions or conditions of this guarantee or the acquiescence of any party hereto to any act (whether of commission or omission) which but for such acquiescence would be a breach as aforesaid shall not constitute a general waiver of such term, provision or condition or of any subsequent act contrary thereto.

23. This guarantee is and will remain the property of the Bank.

24. Every obligation of the Guarantor arising under this guarantee shall be discharged in the same currency as that of the corresponding principal debt of the Customer. All payments to be made hereunder by the Guarantor shall be made to the Bank without any set-off or counter-claim and without any deduction for or on account of any present or future taxes, levies, imposts, duties, deductions or withholdings or other charges of whatever nature imposed, levied, collected, withheld or assessed unless the Guarantor is compelled by law so to do. If so compelled the Guarantor shall pay such additional amounts as may be necessary in respect of their obligations hereunder in order that the net amounts after such taxes, levies, imposts, duties, deductions, withholdings or other charges shall equal the respective amounts due hereunder.

25. If for the purposes of obtaining judgment in any court it is necessary to convert a sum due hereunder in one currency (in this Clause called "the first currency") into another currency (in this Clause called "the second currency") the rate of exchange which shall be applied shall be that at which in accordance with normal banking procedures the Bank could purchase the first currency with the second currency on the business day preceding that on which final judgment is given and the obligation of the Guarantor in respect of any such sum due from them to the Bank hereunder shall, notwithstanding any judgment in the second currency, be discharged only to the extent that on the business day following receipt by the Bank of any sum adjudged to be due hereunder in the second currency the Bank may in accordance with normal banking procedures purchase the first with the second currency; if the first currency so purchased falls short of the sum originally due to the Bank in the first currency, the Guarantor agrees that it shall, as a separate obligation and notwithstanding any such judgment, indemnify the Bank against such shortfall.

26. The Guarantor confirms that on entering into this guarantee and the transactions contemplated by this guarantee and the assumption of their obligations hereunder that the Guarantor has not relied and does not rely upon any information or advice provided or any appraisal or investigation affected by the Bank or any of the professional advisers to the Bank.

27. (i) The Guarantor hereby waives all demands on the Customer for performance of any of the covenants, terms, conditions and agreements of any facility or accommodation or for payment of any moneys by the Customer hereby secured and also hereby waives the necessity for any presentment for payment notice of dishonour protest and such other notice (if any) which the Bank might otherwise be required to give in connection with the exercise of its rights or any of them in respect of any of the obligations contained herein or otherwise.

(ii) The Guarantor hereby agrees that in any litigation relating to these presents the aforesaid obligations or any security therefore it shall waive the right to interpose any defence based upon any claim of laches or set-off or counter-claim of any nature or description.

28. The Guarantor **HEREBY IRREVOCABLY**:-

(i) for the benefit of the Bank submits to the jurisdiction of the Courts of Ireland in relation to any claim or proceeding in connection with this Guarantee;

(ii) submits to any other jurisdiction in which the Guarantor has assets and the Guarantor hereby waives any objection to any claim that any suit, action or proceedings have been brought in any inconvenient forum;

(iii) appoints the Customer as its agent for the service of legal process out of the said Courts at the Customer's address herein or at the Customer's address last known to the Bank;

(iv) confirms that service of legal process out of such Courts on the Customer shall be deemed due service upon the Guarantor for the purposes of such legal proceedings;

(v) agrees where requested by the Bank, and without prejudice to any other method of service, to appoint an authorised agent for service of proceedings; and

(vi) agrees that nothing herein shall affect the right to service of legal process in any other manner permitted by law.

29. Each of the provisions of this guarantee is severable from the others and if at any time one or more of such provisions is or becomes illegal, invalid or unenforceable the validity, legality and enforceability of the remaining provisions hereof shall not in any way be effected or impaired thereby.

30. This guarantee shall be governed by and construed in accordance with the laws of Ireland.

CORPORATE GUARANTOR

PRESENT when the Common Seal of
UTAH MEDICAL PRODUCTS, INC. (Place Seal here)
was affixed hereto:-

/s/ Kevin L. Cornwell
Director

/s/ Paul O. Richins
Director/Secretary

We certify that we have this day received a copy of the above Guarantee.

Date: _____12- June-2008_____

On behalf of
Utah Medical Products Inc __/s/ Kevin L. Cornwell_____

EXHIBIT 12

SUMMARY OF OFFICER AND DIRECTOR COMPENSATION

Except for the Employment Agreement in Exhibit 6 of this report, the Company does not have any written contractual compensation arrangements with any of its employees or directors, including Executive Officers.

During 2009, the Company's Chief Executive and Principal Financial Officers (the Company's "Named Executive Officers") are scheduled to receive the following compensation from the Company:

Compensation Arrangement	2009 Scheduled Amount
Base salary	$ 256,100 (CEO); $99,000 (PFO)
401(k) matching contributions	5,880 (maximum)
Section 125 plan matching contributions (1)	450 (maximum)
Management bonus	will be determined at year-end
Pet health benefits (1)	500 (maximum)
Family medical benefits (1)	will depend on future events
Travel expense reimbursement (2)	8,000 (CEO); 2,000 (PFO)

During 2009, the Company's Directors are scheduled to receive the following compensation from the Company:

Compensation Arrangement	Ernst Hoyer	Barbara Payne	James Beeson
Base	$ 21,000	$ 21,000	$ 21,000
Executive Committee	4,000	-	-
Audit Committee Chairman	2,000	-	-
Travel Expense Reimbursement (2)	500	700	500

(1) CEO and PFO participate on the same basis as other eligible employees.

(2) Estimated 2009 travel expenses on behalf of UTMD business. The Company reimburses its employees and directors for authorized business expenses.

EXHIBIT 14

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Utah Medical Products, Inc.

We consent to the incorporation by reference in Registration Statement Nos. 33-24781, 33-44100, 33-89394, 33-89434, and 333-153361 of Utah Medical Products, Inc. on Forms S-8 and S-3 of our financial statement audit report and internal control over financial reporting audit report dated February 27, 2009, appearing in this Annual Report on Form 10-K of Utah Medical Products, Inc. for the years ended December 31, 2008, 2007 and 2006.

/s/ Jones Simkins, P.C.

JONES SIMKINS, P.C.
Logan, Utah
February 27, 2009

EXHIBIT 15

CERTIFICATION OF CEO
PURSUANT TO RULE 13a-14(a) AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Kevin L. Cornwell, certify that:

1. I have reviewed this annual report on Form 10-K of Utah Medical Products, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all known significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any known fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 6, 2009

/s/ Kevin L. Cornwell
Kevin L. Cornwell
Chief Executive Officer

EXHIBIT 16

CERTIFICATION OF PRINCIPLE FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul O. Richins, certify that:

1. I have reviewed this annual report on Form 10-K of Utah Medical Products, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all known significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any known fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 6, 2009

/s/ Paul O. Richins
Paul O. Richins
Principal Financial Officer

EXHIBIT 17

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Utah Medical Products, Inc. (the "Company") on Form 10-K for the fiscal year ending December 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin L. Cornwell, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Kevin L. Cornwell
Kevin L. Cornwell
Chief Executive Officer
March 6, 2009

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 18

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Utah Medical Products, Inc. (the "Company") on Form 10-K for the fiscal year ending December 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul O. Richins, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Paul O. Richins
Paul O. Richins
Principal Financial Officer
March 6, 2009

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.