

Symmetry Medical Inc.
Form 4
July 26, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORRIS ROBERT S

(Last) (First) (Middle)

**C/O OLYMPUS PARTNERS,
METRO CENTER, ONE STATION
PLACE**

2. Issuer Name and Ticker or Trading Symbol
Symmetry Medical Inc. [SMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

STAMFORD, CT 06902

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/21/2005		X		21,702	A	\$ 0.01	21,702	I (1) (2) (6)	See Footnote (1) (2) (6)
Common Stock	07/21/2005		X		47,974	A	(3)	69,676	I (1) (2) (6)	See Footnote (1) (2) (6)
Common Stock	07/22/2005		S		8,093,280	D	\$ 21.2487	11,804,695	I (1) (2) (7)	See Footnote (1) (2) (7)
Common	07/22/2005		J(4)		11,804,695	D	(4)	0	I (1) (2) (7)	See

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Stock								Footnote (1) (2) (7)
Common Stock	07/22/2005	S	69,676	D	\$ 21.2487	10,666,300	I (1) (2) (6)	See Footnote (1) (2) (6)
Common Stock	07/22/2005	J ⁽⁵⁾	798,947	D	<u>(5)</u>	0	I (1) (2) (8)	See Footnote (1) (2) (8)
Common Stock						77,893	I (1) (2) (9)	See Footnote (1) (2) (9)
Common Stock						52,828	I (1) (2) (11)	See Footnote (1) (2) (11)

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock (Warrant right to buy)	\$ 0.01	07/21/2005		X	21,702	⁽¹⁰⁾	06/11/2013	Common Stock	21,702
Common Stock (Warrant right to buy)	⁽³⁾	07/21/2005		X	47,974	⁽¹⁰⁾	06/11/2013	Common Stock	47,974
Common Stock	\$ 0.01					⁽¹⁰⁾	06/11/2013	Common Stock	19,043

(Warrant right to buy)						
Common Stock (Warrant right to buy)	(3)		(10)	06/11/2013	Common Stock	8,306
Common Stock (Warrant right to buy)	\$ 0.01		(10)	06/11/2013	Common Stock	1,057
Common Stock (Warrant right to buy)	(3)		(10)	06/11/2013	Common Stock	461

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRIS ROBERT S C/O OLYMPUS PARTNERS, METRO CENTER ONE STATION PLACE STAMFORD, CT 06902	X	X		
Olympus/Symmetry Holdings LLC C/O OLYMPUS PARTNERS, METRO CENTER ONE STATION PLACE STAMFORD, CT 06902			X	
Olympus Growth Fund III, L.P. C/O OLYMPUS PARTNERS METRO CENTER ONE STATION PLACE STAMFORD, CT 06902			X	
Olympus Growth Co-Investment Fund III, L.P. C/O OLYMPUS PARTNERS METRO CENTER ONE STATION PLACE STAMFORD, CT 06902			X	
OLYMPUS EXECUTIVE FUND LP C/O OLYMPUS PARTNERS METRO CENTER ONE STATION PLACE STAMFORD, CT 06902			X	
OGP III, LLC C/O OLYMPUS PARTNERS METRO CENTER			X	

ONE STATION PLACE
STAMFORD, CT 06902

Signatures

/s/ Manu Bettegowda, under power of attorney for Robert S. Morris	07/25/2005
__Signature of Reporting Person	Date
/s/ James A. Conroy, for Olympus/Symmetry Holdings LLC	07/25/2005
__Signature of Reporting Person	Date
/s/ James A. Conroy, as the Member of Conroy, L.L.C., a member of OGP III, L.L.C., the General Partner of Olympus Growth Fund III, L.P.	07/25/2005
__Signature of Reporting Person	Date
/s/ James A. Conroy, as the Member of Conroy, L.L.C., a member of OGP III, L.L.C., the General Partner of Olympus Growth Co-Investment Fund III, L.P.	07/25/2005
__Signature of Reporting Person	Date
/s/ James A. Conroy, as the Member of Conroy, L.L.C., a General Partner of OEF, L.P., a General Partner of Olympus Executive Fund, L.P.	07/25/2005
__Signature of Reporting Person	Date
/s/ James A. Conroy, as the Member of Conroy, L.L.C., a member of OGP III, L.L.C.	07/25/2005
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Following the dispositions set forth in this Form 4, Olympus/Symmetry Holdings LLC was the record owner of 0 shares of common stock, Olympus Growth Fund III, L.P. was the record owner of 10,666,300 shares of common stock and currently exercisable warrants to purchase 88,282 shares of common stock, Olympus Growth Co-Investment Fund III, L.P. was the record owner of currently exercisable warrants to purchase 27,349 shares of common stock, Olympus Executive Fund, L.P. was the record owner of 77,893 shares of common stock and currently exercisable warrants to purchase 1,518 shares of common stock and OGP III, LLC was the record owner of 52,828 shares of common stock. (continued footnote 2)
- (2) Mr. Morris, a member of our board of directors, is the managing partner of Olympus Partners and the Managing Member of RSM, L.L.C., and, in such capacities, has voting and investment power with respect to all shares held by the Olympus funds and has a pecuniary interest in certain of those shares. Mr. Morris disclaims beneficial ownership of the common stock owned by the above entities, except to the extent of his proportionate pecuniary interest therein.
- (3) Exercise price of .000128 per share.
- (4) On July 22, 2005, Olympus/Symmetry Holdings LLC made a pro-rata distribution of common stock, without consideration, to its members, which include Olympus Growth Fund III, L.P. , which received 10,666,300 shares, Olympus Growth Co-Investment Fund III, which received 798,947 shares and Olympus Executive Fund, L.P., which received 77,893 shares.
- (5) On July 22, 2005, Olympus Growth Co-Investment Fund III, L.P. made a pro-rata distribution of common stock, without consideration, to its partners, which include OGP III, LLC, which received 52,828 shares. OGP III, LLC is the general partner of Olympus Co-Investment Fund III, L.P. and is also the general partner of Olympus Growth Fund III, L.P., which is the managing member of Olympus/Symmetry Holdings LLC. The receipt of such shares by OGP III, LLC represents a change in the form of beneficial ownership.
- (6) Represents shares or warrants, as applicable, directly owned by Olympus Growth Fund III, L.P. Shares beneficially owned, both directly and indirectly, by Olympus Growth Fund III, L.P. and by Olympus Growth Co-Investment Fund III, L.P. are beneficially owned indirectly by OGP III, LLC, the General Partner of each; by RSM, L.L.C., the Managing Member of OGP III, LLC; and by Mr. Robert S. Morris, the Managing Member of RSM, L.L.C.
- (7) Represents shares directly owned by Olympus/Symmetry Holdings LLC. Shares beneficially owned directly by Olympus/Symmetry Holdings LLC were beneficially owned indirectly by Olympus Growth Fund III, L.P., its Managing Member; by OGP III, LLC, the

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General Partner of Olympus Growth Fund III, L.P.; by RSM, L.L.C., the Managing Member of OGP, LLC; and by Robert S Morris, the Managing Member of RSM, L.L.C.

- (8) Represents shares directly owned by Olympus Growth Co-Investment Fund III, L.P. Shares beneficially owned, both directly and indirectly, by Olympus Growth Fund III, L.P. and by Olympus Growth Co-Investment Fund III, L.P. are beneficially owned indirectly by OGP III, LLC, the General Partner of each; by RSM, L.L.C., the Managing Member of OGP III, LLC; and by Mr. Robert S. Morris, the Managing Member of RSM, L.L.C.

- (9) Represents shares directly owned by Olympus Executive Fund, L.P. Shares beneficially owned directly by Olympus Executive Fund, L.P. are beneficially owned indirectly by OEF, L.P., its General Partner; by RSM, L.L.C., a General Partner of OEF, L.P.; and by Mr. Morris, the Managing Partner of OEF, L.P. through his capacity as Managing Member of RSM, L.L.C.

- (10) Currently exercisable.

- (11) Represents shares directly owned by OGP III, LLC. Shares beneficially owned, both directly and indirectly, by OPG III, LLC are beneficially owned indirectly by RSM, L.L.C., the managing member of OGP III, LLC; and by Mr. Robert S. Morris, the managing member of RSM, L.L.C.

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

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