

WRIGHT MEDICAL GROUP INC
Form 4
February 14, 2006

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

OMB APPROVAL

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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 *
WEATHERMAN ELIZABETH H

2. Issuer Name and Ticker or Trading Symbol
WRIGHT MEDICAL GROUP INC
[WMGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2006

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

C/O WARBURG PINCUS & CO., 466 LEXINGTON AVENUE

(Street)

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

NEW YORK, NY 10017

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 02/13/2006 | | J ⁽²⁾ | 2,781,237 D | \$ 0 ⁽⁴⁾ 3,984 | I | See footnote ⁽¹⁾ |
| Common Stock, par value \$0.01 per share | 02/13/2006 | | J ⁽³⁾ | 556,250 A | \$ 0 ⁽⁴⁾ 0 | I | See footnote ⁽¹⁾ |
| | 02/13/2006 | | J ⁽³⁾ | 556,250 D | 3,984 | I | |

| | | |
|--|--------------------|-------------------------------|
| Common Stock, par value \$0.01 per share | \$ 0 <u>(4)</u> | See footnote <u>(1)</u> |
|--|--------------------|-------------------------------|

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| WEATHERMAN ELIZABETH H C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017 | X |

Signatures

| | |
|---|------------|
| /s/ Scott A. Arenare (See Note 2 under Remarks) | 02/14/2006 |
| **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) Please see remarks below.

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- (2) On February 13, 2006, Equity Partners distributed an aggregate of 2,781,237 shares of Common Stock to its partners.
- (3) As a result of the February 13, 2006 distribution, WP received 556,250 shares of Common Stock, which it in turn distributed to its partners.
- (4) Price not applicable.

Remarks:

Note (1)

The stockholder is Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership, and certain affiliated funds (collectively, "Equity Partners"). Following the distribution referred to in Note 2, Equity Partners beneficially owns 3,984 shares of common stock, par value \$0.01 per share ("Common Stock") of Wright Medical Group, Inc. (the "Issuer"). The sole general partner of Equity Partners is Warburg Pincus Partners LLC ("WPPLLC"), a New York limited liability company and a subsidiary of Warburg Pincus & Co., a New York general partnership ("WP"). Warburg Pincus LLC (formerly E.M. Warburg Pincus & Co., LLC), a New York limited liability company ("WPLLC"), manages Equity Partners. By reason of the provisions of Rule 16a-1 of the Exchange Act, WPPLLC, WP and WPLLC may be deemed to be the beneficial owners of the Common Stock of Equity Partners, although WPPLLC, WP and WPLLC disclaim beneficial ownership of the Common Stock except to the extent of their indirect pecuniary interest therein. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members of WP LLC and may be deemed to control the Warburg Pincus Reporting Persons. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus Reporting Persons.

Ms. Weatherman, a director of the Issuer, is a general partner of WP and a member of WPLLC. As such, Ms. Weatherman may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the shares beneficially owned by Equity Partners, WPLLC, WP and WPPLC. Ms. Weatherman disclaims beneficial ownership of such shares except to the extent of any indirect pecuniary interest therein. Ms. Weatherman does not directly own any shares of Common Stock of the Issuer.

- (2) Attorney-in-Fact for Ms. Weatherman pursuant to a POA filed with this Form 4 as Exhibit 99.1

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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