

ORTHOFIX INTERNATIONAL N V

Form 4

April 29, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAINES COOPER ROBERT

2. Issuer Name **and** Ticker or Trading
Symbol
ORTHOFIX INTERNATIONAL N
V [OFIX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2005

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

C/O ORTHOFIX INC, 10115
KINCEY AVE STE 250

(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

HUNTERSVILLE, NC 28078

(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	03/18/2005		J ⁽¹⁾		270,000 ⁽²⁾	A	\$39.2 ⁽²⁾	450,000 ⁽²⁾	I ⁽²⁾	Venner Capital S.A. ⁽²⁾
Common Stock								693,000 ⁽³⁾	I ⁽³⁾	The Bird Island Trust ⁽³⁾
Common Stock								432,700	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
GAINES COOPER ROBERT C/O ORTHOFIX INC 10115 KINCEY AVE STE 250 HUNTERSVILLE, NC 28078	X	X		

Signatures

s/Thomas Hein, by power of attorney 04/29/2005

__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).

The Reporting Person is filing this Form 4 to report on an increase in the number of shares of common stock of the Issuer that he may be considered to own beneficially indirectly through Venner Capital S.A. (formerly LMA International S.A.) ("Venner"). This increase reflects a corporate restructuring in which Venner acquired all of its capital stock not held by, and as a result became wholly-owned by, The Bird Island Trust. The restructuring was undertaken in anticipation of the initial public offering in Singapore of common shares of LMA International N.V. The increase in the Reporting Person's indirect beneficial ownership resulting from such restructuring occurred on the closing date of such initial public offering (March 18, 2005). The restructuring did not involve any purchases or sales of the shares of the Issuer's common stock by Venner and did not result in any increase or decrease in Venner's holdings of the shares of the Issuer's common stock.

(2)

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These shares of the Issuer's common stock are held directly by Venner and held by the Reporting Person indirectly through Venner. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purposes.

- (3) These shares of the Issuer's common stock are held directly by The Bird Island Trust and held by the Reporting Person indirectly through The Bird Island Trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purposes.

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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