

Symmetry Medical Inc.
Form 4
September 28, 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
Number: 3235-0287
Expires: January 31,
2005
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(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**

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 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	09/26/2005		S		416,129	D	\$ 22.84	52,828	I (1) (2) (5)	See FN (1) (2) (5)
Common Stock	09/27/2005		J(3)		19,002	D	(3)	58,891	I (1) (2) (4)	See FN (1) (2) (4)
Common Stock								8,810,719	I (1) (2) (6)	See FN (1) (2) (6)
Common Stock								2,280	I (1) (2) (7)	See FN (1) (2) (7)

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
MORRIS ROBERT S C/O OLYMPUS PARTNERS METRO CENTER, ONE STATION PLACE STAMFORD, CT 06902	X	X		
OLYMPUS EXECUTIVE FUND LP METRO CENTER ONE STATION PL STAMFORD, CT 06902		X		
Olympus Growth Co-Investment Fund III, L.P. METRO CENTER ONE STATION PLACE STAMFORD, CT 06902		X		
Olympus Growth Fund III, L.P. METRO CENTER ONE STATION PLACE STAMFORD, CT 06902		X		
OGP III, LLC METRO CENTER, ONE STATION PLACE STAMFORD, CT 06902		X		
		X		

OEF, L.P.
METRO CENTER, ONE STATION PLACE
STAMFORD, CT 06902

Signatures

/s/ Manu Bettgowda, under power of attorney for Robert S. Morris	09/28/2005
__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.	09/28/2005
__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.	09/28/2005
__Signature of Reporting Person	Date
/s/ James A. Conroy, as the Member of Conroy, L.L.C., a General Partner of OEF, L.P., the General Partner of Olympus Executive Fund, L.P.	09/28/2005
__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.	09/28/2005
__Signature of Reporting Person	Date
/s/ James A. Conroy, as the Member of Conroy, L.L.C., a General Partner of OEF, L.P.	09/28/2005
__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).

Following the dispositions set forth in this Form 4, Olympus Growth Fund III, L.P. was the record owner of 8,810,719 shares of common stock, Olympus Executive Fund, L.P. was the record owner of 58,891 shares of common stock, OGP III, L.L.C. was the record owner of 52,828 shares of common stock and OEF, L.P. was the record owner of 2,280 shares of common stock. (continued footnote 2)

(2) Mr. Robert S. 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) On September 27, 2005, Olympus Executive Fund, L.P. made a pro-rata distribution of common stock, without consideration, to its partners, which include its general partner, OEF, L.P., which received 2,280 shares and a limited partner, Manu Bettgowda, who received 406 shares.

(4) Represents shares directly owned by Olympus Executive Fund, L.P. Shares beneficially owned 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 the Managing Member of RSM, L.L.C.

(5) Represents shares directly owned by OGP III, L.L.C. Shares beneficially owned, both directly and indirectly, by OGP III, L.L.C. are beneficially owned indirectly by RSM, L.L.C., the managing member of OGP III, L.L.C.; and by Mr. Morris, the managing member of RSM, L.L.C.

(6) Represents shares directly owned by Olympus Growth Fund III, L.P. Shares beneficially owned by Olympus Growth Fund III, L.P. are beneficially owned indirectly by OGP III, L.L.C., its General Partner; by RSM, L.L.C., the Managing Member of OGP III, L.L.C.; and by Mr. Morris, the Managing Member of RSM, L.L.C.

(7) Represents shares directly owned by OEF, L.P. Shares beneficially owned, both directly and indirectly, by OEF, L.P. are beneficially owned indirectly 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 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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