

Symmetry Medical Inc.
Form 3
December 09, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MORRIS ROBERT S		(Month/Day/Year)	Symmetry Medical Inc. [SMA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O OLYMPUS PARTNERS, METRO CENTER,Â ONE STATION PLACE		12/09/2004	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
STAMFORD,Â CTÂ 06902			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,897,975 <u>(1)</u>	I <u>(1)</u>	See Footnote <u>(2)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Warrants	12/09/2004 ⁽³⁾	06/11/2013	Common Stock	186,825 ⁽³⁾	\$ 0.01	I ⁽³⁾	See Footnote ⁽²⁾ <u>(4)</u>

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	Â X	Â X	Â	Â
Olympus/Symmetry Holdings LLC C/O OLYMPUS PARTNERS, METRO CENTER ONE STATION PLACE STAMFORD, CT 06902	Â	Â X	Â	Â
Olympus Growth Fund III, L.P. C/O OLYMPUS PARTNERS METRO CENTER ONE STATION PLACE STAMFORD, CT 06902	Â	Â X	Â	Â
Olympus Growth Co-Investment Fund III, L.P. C/O OLYMPUS PARTNERS METRO CENTER ONE STATION PLACE STAMFORD, CT 06902	Â	Â X	Â	Â
OLYMPUS EXECUTIVE FUND LP C/O OLYMPUS PARTNERS METRO CENTER ONE STATION PLACE STAMFORD, CT 06902	Â	Â X	Â	Â

Signatures

/s/ Manu Bettegowda, under power of attorney	12/09/2004
**Signature of Reporting Person	Date
/s/ James A. Conroy, for himself and as the member of Conroy, L.L.C., the general partner of OEF, L.P., the general partner of Olympus Executive Fund, L.P.	12/09/2004
**Signature of Reporting Person	Date
/s/ James A. Conroy, for Olympus/Symmetry Holdings LLC	12/09/2004
**Signature of Reporting Person	Date
/s/ James A. Conroy, as the member of Conroy, L.L.C., the general partner of OGP III, L.L.C., the general partner of Olympus Growth Fund III, L.P. and Olympus Growth Co-Investment Fund III, L.P.	12/09/2004
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of: 19,897,975 shares directly owned by Olympus/Symmetry Holdings LLC.

(2) Olympus/Symmetry Holdings LLC is a limited liability company controlled by the Olympus Funds. Olympus Growth Fund III, L.P., Olympus Growth Co-Investment Fund III, L.P. and Olympus Executive Fund are investors in Olympus/Symmetry Holdings LLC.

(3) Consists of 157,958 shares beneficially owned by Olympus Growth Fund III, L.P., that are issuable upon exercise of currently exercisable warrants, 27,349 shares beneficially owned by Olympus Growth Co-Investment Fund III, L.P., that are issuable upon exercise of currently exercisable warrants, and 1,518 shares beneficially owned by Olympus Executive Fund that are issuable upon exercise of currently exercisable warrants.

(4) Mr. Morris, a member of our board of directors, exercises voting and investment power with respect to the shares held by the above named Olympus entities and has a pecuniary interest in certain of those shares. Mr. Morris disclaims beneficial ownership of the shares owned by these entities, except to the extent of his proportionate pecuniary interest therein.

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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