

MORRIS ROBERT S  
Form 4/A  
February 09, 2006

**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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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)  
**09/15/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**09/19/2005**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price   |
| Common<br>Stock                       | 09/15/2005                              |   | J <sup>(3)</sup>                     |   | 2,271,710  | D   | <sup>(3)</sup>  |
|                                       |   |   |                                      |   | 8,394,590  | I   | <sup>(1)</sup> <sup>(2)</sup> <sup>(4)</sup>                      |

See  
Footnote  
(1) (2) (4)

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

**Persons who respond to the collection of  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ Manu Bettgowda, under power of attorney for Robert S. Morris   | 02/09/2006 |
| _____<br>**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<br>General Partner of Olympus Growth Fund III, L.P. | 02/09/2006 |
| _____<br>**Signature of Reporting Person   | Date       |

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/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.

02/09/2006

\_\_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.

02/09/2006

\_\_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.

02/09/2006

\_\_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) Following the dispositions set forth in this Form 4, Olympus Growth Fund III, L.P. was the record owner of 8,394,590 shares of common stock, Olympus Executive Fund, L.P. was the record owner of 77,893 shares of common stock and OGP III, L.L.C. was the record owner of 468,957 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 15, 2005, Olympus Growth Fund III, L.P. made a pro-rata distribution of common stock, without consideration, to its partners, which include its general partner, OGP III, L.L.C., which received 416,129 shares. The receipt of such shares by OGP III, L.L.C. represents a change in the form of beneficial ownership.

(4) 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.

### Remarks:

This Form 4 amendment is filed to reflect that on September 15, 2005, Olympus Growth Fund III, L.P. made a pro-rata distrib

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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