

Symmetry Medical Inc.
Form 3
December 09, 2004

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Conroy James A		(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 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 checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input 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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
Conroy James A C/O OLYMPUS PARTNERS, METRO CENTER ONE STATION PLACE STAMFORD, CT 06902	X	^	^	^

Signatures

/s/ Manu Bettgowda, under power of attorney 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. Conroy, a member of our board of directors, is a partner at Olympus Partners, and, as a result, has a pecuniary interest in certain of the shares held by the above named Olympus entities. Mr. Conroy 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.