Bettegowda Manu Form 4/A February 09, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bettegowda Manu

Symbol

5. Relationship of Reporting Person(s) to Issuer

Symmetry Medical Inc. [SMA] 3. Date of Earliest Transaction

(Check all applicable)

(Last) (Middle) (First)

(Month/Day/Year) 09/15/2005

X_ Director 10% Owner Officer (give title Other (specify

C/O OLYMPUS PARTNERS. METRO CENTER, ONE STATION **PLACE**

(Street)

(State)

09/15/2005

(Zip)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

09/19/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

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

below)

STAMFORD, CT 06902

(City)

Common

Stock

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount

2,271,710

 $J^{(3)}$

Price (D)

<u>(3)</u>

D

8,394,590

See I (1) (2) (4) footnote (1)(2)(4)

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities		Securities (Instr. 3 and 4)	(Instr. 5)	Bene		
									Own		
					Acquired	red				Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)					(Instr	
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namelana		
									Number		
				C-J- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Bettegowda Manu C/O OLYMPUS PARTNERS, METRO CENTER X ONE STATION PLACE STAMFORD, CT 06902

Signatures

/s/ Manu

02/09/2006 Bettegowda

**Signature of Date Reporting Person

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 8,394,590 shares of **(1)** 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)
- Mr. Manu Bettegowda, a member of our board of directors, is a vice president of the Olympus funds and has a pecuniary interest in certain of those shares. Mr. Bettegowda disclaims beneficial ownership of the common stock owned by the above entities, except to the **(2)** extent of his proportionate pecuniary interest therein.
- On September 15, 2005, Olympus Growth Fund III, L.P. made a pro-rata distribution of common stock, without consideration, to its **(3)** 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.
- Represents shares directly owned by Olympus Growth Fund III, L.P. Shares beneficially owned by Olympus Growth Fund III, L.P. are **(4)** 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. Robert S. 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.

Reporting Owners 2

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