

MORRIS ROBERT S
Form 4
December 26, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORRIS ROBERT S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2006

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

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

(Street)

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

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

STAMFORD, CT 06902

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/21/2006 | | J(6) | 1,000,000 | D | (6) | 2,382,813 | I (3) (4) (5) See Footnote (3) (4) (5) |
| Common Stock | 12/22/2006 | | J(7) | 204,027 | D | (7) | 555,946 | I (1) (3) (4) See Footnote (1) (3) (4) |
| Common Stock | | | | | | | 2,280 | I (2) (3) (4) See Footnote (2) (3) (4) |
| Common | | | | | | | 88,548 | D (8) See Footnote (2) (3) (4) |

Stock

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

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 | | |
| Olympus Growth Fund III, L.P. C/O OLYMPUS PARTNERS METRO CENTER ONE STATION PLACE STAMFORD, CT 06902 | | X | | |
| OGP III, LLC C/O OLYMPUS PARTNERS METRO CENTER ONE STATION PLACE STAMFORD, CT 06902 | | X | | |
| OEF, L.P. C/O OLYMPUS PARTNERS, METRO CENTER ONE STATION PLACE STAMFORD, CT 06902 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Manu Bettegowda, under power of attorney for Robert S. Morris | 12/26/2006 |
| __Signature of Reporting Person | Date |
| /s/ Manu Bettegowda as an Authorized Person for OEF, L.P. | 12/26/2006 |
| __Signature of Reporting Person | Date |
| /s/ Manu Bettegowda as an Authorized Person for Olympus Growth Fund III, L.P. | 12/26/2006 |
| __Signature of Reporting Person | Date |
| /s/ Manu Bettegowda as an Authorized Person for OGP III, L.L.C. | 12/26/2006 |
| __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) Represents shares directly owned by OGP III, LLC. Shares beneficially owned by OPG III, LLC are beneficially owned indirectly by RSM, L.L.C., the managing member of OGP III, LLC; and by Mr. Morris, the Managing Member of RSM, L.L.C.
- (2) Represents shares directly owned by OEF, L.P. Shares beneficially owned by OEF, L.P. are beneficially owned by RSM, L.L.C., its General Partner, and by Mr. Morris, the Managing Member of RSM, L.L.C.
- (3) Following the dispositions set forth in this Form 4, Olympus Growth Fund III, L.P. was the record owner of 2,382,813 shares of common stock, OGP III, LLC was the record owner 555,946 shares of common stock, OEF, L.P. was the record owner of 2,280 shares of common stock and Mr. Morris directly owned 88,548 shares of common stock. (continued footnote 2)
- (4) Mr. Morris 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.
- (5) 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, LLC, its General Partner; by RSM, L.L.C., the Managing Member of OGP III, LLC; and by Mr. Morris, the Managing Member of RSM, L.L.C.
- (6) On December 21, 2006, Olympus Growth Fund III, L.P. made a pro-rata distribution of common stock, without consideration, to its partners, which includes OGP III, LLC, which received 204,027 shares.
- (7) On December 22, 2006, OGP III, LLC made a pro-rata distribution of common stock, without consideration, to its members, which includes Robert S. Morris, who received 88,548 shares (including 2,041 shares distributed to Mr. Morris in his capacity as Managing Member of RSM, L.L.C.).
- (8) Directly owned by Mr. Robert S. Morris.

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.