

Conroy James A
Form 4/A
February 09, 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 *
Conroy James A

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 09/15/2005 | | J(3) | 2,271,710 D (3) | 8,394,590 | I (1) (2) (4) | See footnote (1) (2) (4) |

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

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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 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Conroy James A C/O OLYMPUS PARTNERS, METRO CENTER ONE STATION PLACE STAMFORD, CT 06902 | X | | | |

Signatures

/s/ Manu Bettgowda, under power of attorney for James A. Conroy 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. James A. Conroy, a member of our board of directors, is a partner of the Olympus funds and has a pecuniary interest in certain of those shares. Mr. Conroy 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. 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 distribution. 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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