Symmetry Medical Inc.

Form 3

December 09, 2004

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

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)

Statement

(Month/Day/Year)

12/09/2004

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Symmetry Medical Inc. [SMA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

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

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

STAMFORD. CTÂ 06902

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Form: Direct (D) or Indirect

(I) (Instr. 5)

Common Stock 19,897,975 (1)

 $I^{(1)}$

See Footnote (2) (4)

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

SEC 1473 (7-02)

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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. 5. Conversion or Exercise Form of Price of Derivative

6. Nature of Indirect Ownership Beneficial Ownership

(Instr. 5)

Derivative Security:

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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)

Reporting Owners

Reporting Owner Name / Address		Relationships				
1 8	Director	10% Owner	Officer	Other		
Conroy James A						
C/O OLYMPUS PARTNERS, METRO CENTER	î v	Â	â	â		
ONE STATION PLACE	АЛ	А	А	A		
STAMFORD. CT 06902						

Signatures

/s/ Manu Bettegowda, 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.
- 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.
 - 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
- (3) warrants, 27,349 shares beneficially owned by Olympus Grown Co-investment Fund III, L.F., 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,
- 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 (4) 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.

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