

Wilson James Forbes  
 Form 4  
 May 18, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Wilson James Forbes

2. Issuer Name and Ticker or Trading Symbol  
 XERIUM TECHNOLOGIES INC  
 [XRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/16/2012

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

C/O CARL MARKS  
 MANAGEMENT COMPANY,  
 LLC, 900 THIRD AVENUE, 33RD  
 FLOOR

(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

NEW YORK, NY 10022-4775

(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)
Common Stock, par value \$0.001 per share					8,632 <sup>(1)</sup>	D	
Common Stock, par value \$0.001 per	05/16/2012		P	97,000 <sup>(5)</sup> A \$ 3.912 <sup>(2)</sup>	1,914,482 <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup> <sup>(7)</sup>	I <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup> <sup>(7)</sup>	See Footnotes <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup> <sup>(7)</sup>

Edgar Filing: Wilson James Forbes - Form 4

share

Common  
Stock, par  
value 05/17/2012  
\$0.001 per  
share

P	32,500 (5)	A	\$ 3.9583 (3)	1,946,982 (5) (6) (7)	(4)	I	(4) (5) (6) (7)	See Footnotes (4) (5) (6) (7)
---	---------------	---	---------------------	--------------------------	-----	---	--------------------	-------------------------------------

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

**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.** SEC 1474 (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 Owned Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson James Forbes C/O CARL MARKS MANAGEMENT COMPANY, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775	X	X		

## Signatures

/s/ James Forbes  
Wilson 05/18/2012

\*\*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) This amount represents shares of common stock, par value \$0.001 per share ("Common Stock"), of Xerium Technologies, Inc. (the "Company"), and shares of Common Stock underlying all Director Deferred Stock Units ("Units") granted to James Forbes Wilson (the "Reporting Person") in consideration of his services as a director of the Company, which Units were settled immediately in shares of Common Stock.

The purchase price of the shares of Common Stock reported in Column 4 of this report is a weighted-average price. The shares of Common Stock purchased on May 16, 2012, were purchased in multiple transactions at prices ranging from \$3.81 to \$4.02, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company, or the Staff of the Securities and Exchange Commission ("SEC"), upon request, full and complete information regarding the number of shares of Common Stock purchased at each separate price within the range set forth in this Footnote (2).

The purchase price of the shares of Common Stock reported in Column 4 of this report is a weighted-average price. The shares of Common Stock purchased on May 17, 2012, were purchased in multiple transactions at prices ranging from \$3.85 to \$4.06, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company, or the Staff of the SEC, upon request, full and complete information regarding the number of shares of Common Stock purchased at each separate price within the range set forth in this Footnote (3).

The Reporting Person is a director of the Company and is one of three individual managing members of Carl Marks Management Company, LLC ("CMMC"), a Delaware limited liability company and registered investment adviser, which is the investment adviser to (i) Carl Marks Strategic Investments, L.P. ("CMSI"), a Delaware limited partnership and private investment partnership, and (ii) Carl Marks Strategic Opportunities Fund, L.P. ("CMSO"), a Delaware limited partnership and private investment partnership. The Reporting Person is also one of three individual managing members of (x) CMSI GP, LLC ("CMSI GP"), a Delaware limited liability company and the general partner of CMSI, and (y) Carl Marks GP, LLC ("CMSO GP"), a Delaware limited liability company and the general partner of CMSO.

(5) Of the shares of Common Stock purchased on May 16, 2012, 26,316 shares were purchased by CMSI and 70,684 shares were purchased by CMSO. Of the shares of Common Stock purchased on May 17, 2012, 8,817 shares were purchased by CMSI and 23,683 shares were purchased by CMSO. Following the transactions reported herein, CMSI and CMSO were owners of an aggregate of 1,946,982 shares of Common Stock (598,754 of such shares are held by CMSI and 1,348,228 of such shares are held by CMSO).

(6) Shares of the Company held by CMSI and CMSO may be deemed to be beneficially owned (i) indirectly by CMMC, as the investment adviser to CMSI and CMSO; (ii) indirectly by CMSI GP, as the general partner of CMSI, and CMSO GP, as the general partner of CMSO, respectively; and (iii) indirectly, on a shared basis, by the Reporting Person and the two other individual managing members of CMMC, the investment adviser to CMSI and CMSO, who share the power to direct the vote or disposition of such securities. CMMC and the three individual managing members of CMMC have previously filed statements pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Company which they may be deemed to beneficially own.

(7) The Reporting Person's beneficial ownership of the Company's securities is limited to (i) his direct ownership of an aggregate of 8,632 Units and shares of Common Stock and (ii) his indirect interest, if any, in the shares of Common Stock held by CMSI and CMSO, limited to his pecuniary interest, if any, in CMSI and CMSO.

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.