

Wilson James Forbes  
Form 4  
July 05, 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)  
07/03/2012

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock, par value \$0.001 per share | 07/03/2012                           |  | A                              | 4,828 (1) A \$ 0 (1)  | 13,460 (2)  | D  |                                   |
| Common Stock, par value \$0.001 per       |                                      |  |                                |   | 1,946,982 (3) (4) (5) (6)   | I (3) (4) (5) (6)  | See Footnotes (3) (4) (5) (6)     |

share

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 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 |
| Wilson James Forbes<br>C/O CARL MARKS MANAGEMENT COMPANY, LLC<br>900 THIRD AVENUE, 33RD FLOOR<br>NEW YORK, NY 10022-4775 | X             |           |         |       |

## Signatures

/s/ James Forbes  
Wilson 07/05/2012

\_\_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 a grant of Director Deferred Stock Units ("Units"), which were awarded to James Forbes Wilson (the "Reporting Person") in consideration of his services as a director of Xerium Technologies, Inc. (the "Issuer") and were settled immediately in shares of common stock of the Issuer ("Common Stock").
  - (2) This amount represents shares of Common Stock and shares of Common Stock underlying all Units held by the Reporting Person.

## Edgar Filing: Wilson James Forbes - Form 4

The Reporting Person is a director of the Issuer 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.

As of April 4, 2012, the Reporting Person was the owner of an aggregate of 13,460 Units and shares of Common Stock, and 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).

The 598,754 shares of Common Stock held by CMSI and the 1,348,228 shares of Common Stock held by 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 Section 13 and 16 of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Issuer which they may be deemed to beneficially own.

The Reporting Person's beneficial ownership of the Issuer's securities is limited to (i) his direct ownership of an aggregate of 13,460 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 in CMSI and CMSO (if any).

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.