

XERIUM TECHNOLOGIES INC
Form 4
May 23, 2005

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 *
Phillips Michael

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)

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

C/O APAX PARTNERS
BETEILIGUNGSBERATUNG, GMBH
POSSARTSTRABE 11, D-81679

05/19/2005

(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

MUNCHEN, 2M

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/19/2005		S		2,125,663	D	\$ 0
					28,887,819	I	(1) (2)
Common Stock	05/19/2005		A		2,500 (4)	A	\$ 0
					2,500	D	

By Apax Europe IV GP, L.P. (3)

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

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SEC 1474 (9-02)

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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. 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
Phillips Michael C/O APAX PARTNERS BETEILIGUNGSBERATUNG GMBH POSSARTSTRABE 11, D-81679 MUNCHEN, 2M	X			

Signatures

/S/ Milap Patel, by power of attorney 05/20/2005

__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) On May 18, 2005, the Issuer's Common Stock split 31,013,482-for-1, resulting in Xerium 3 S.A. acquiring 31,013,481 additional shares of Issuer's Common Stock.
- (2) Pursuant to a Redemption Agreement between the Issuer and the Reporting Person, on May 19, 2005, the Issuer will redeem 2,125,663 shares of the Issuer's Common Stock from Xerium 3 S.A. in exchange for 43,757 shares of common stock of Xerium S.A., the indirect parent company of the Issuer.
- (3) The Reporting Person is a manager of Apax Partners Beteiligungsberatung GmbH, an entity advising Apax Europe IV GP, L.P., which is the Managing General Partner of Apax Europe IV-A, L.P., which as the indirect controlling shareholder of Xerium 3 S.A. may be deemed to be the beneficial owner of the shares of Issuer's Common Stock held by Xerium 3 S.A. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (4) Grant of Restricted Stock Units.

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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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