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XERIUM TECHNOLOGIES INC

Form 3/A May 11, 2005

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

Milner J Douglas

(Last)

DRIVE

(First)

C/O XERIUM TECHNOLOGIES.

INC., ONE TECHNOLOGY

(Middle)

2. Date of Event Requiring Statement (Month/Day/Year)

05/11/2005

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

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

05/05/2005

(Check all applicable)

10% Owner Director _X__ Officer Other (give title below) (specify below) President - Stowe Woodward

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

WESTBOROUGH, MAÂ 01581

(Street)

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

5. 4 Conversion Ownership or Exercise Form of Derivative Price of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title

Exercisable Date

Date

Amount or Number of Derivative Security: Security Direct (D)

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Shares

or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Milner J Douglas

C/O XERIUM TECHNOLOGIES, INC. ONE TECHNOLOGY DRIVE WESTBOROUGH, MAÂ 01581

 \hat{A} \hat{A} \hat{A} President - Stowe Woodward \hat{A}

Signatures

/S/ Milap Patel, by power of attorney

05/11/2005

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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Remarks:

Immediately prior to the Issuer's contemplated initial public offering (the "Offering") described in Amendment No. 12 to the Issuer's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on May 11, 2005 (the "Registration Statement"), pursuant to an Exchange and Redemption Agreement by and among the Issuer and the Reporting Person, as described in the Registration Statement, and assuming an initial public officering price of \$12.00, the Reporting Person will transfer his equity interest in Xerium S.A., the indirect parent of the Issuer prior to the Offe the Issuer in exchange for 170,026 shares of the Issuer's Common Stock. Â After the completion of initial public offering, the Issuer will use proceeds from the offering to redeem 79,387 shares of the Issuer's Common Stock from the Reporting Person

As of the date hereof, the Reporting Person does not beneficially own any securities of the Issuer.

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.

currently expects to be the beneficial owner of 90,639 shares of the Issuer's Common Stock.

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