RALES STEVEN M Form 3 May 07, 2008

FORM 3

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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Colfax CORP [CFX] RALES STEVEN M (Month/Day/Year) 05/07/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 2099 PENNSYLVANIA (Check all applicable) AVENUE, N.W., 12TH **FLOOR** Director _X_ 10% Owner (Street) Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) _X_ Form filed by One Reporting Person WASHINGTON, DCÂ 20006 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned (Instr. 4) Ownership Ownership (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock, par value \$.001 9,126,222 D Series A Convertible Preferred Stock, par Â D 4,571.0175 value \$.001 Common Stock, par value \$.001 $I^{(1)}$ 19,388 By Capital Yield Corporation Series A Convertible Preferred Stock, par I (1) 130,964.811 By Colfax Capital Corporation value \$.001 Series A Convertible Preferred Stock, par 34,677.982 I (1) By Janalia Corporation value \$.001 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

> Persons who respond to the collection of information contained in this form are not

> > 1

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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 Exer Expiration D (Month/Day/Year)	ate	3. Title and Securities Uperivative S	Inderlying	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	

Reporting Owners

Reporting Owner Name / Address	Relationships				
coporting of their state of their state of	Director	10% Owner	Officer	Other	
RALES STEVEN M 2099 PENNSYLVANIA AVENUE N.W., 12TH FLOOR WASHINGTON, DC 20006	Â	ÂΧ	Â	Â	

Signatures

/s/ Thomas M. O'Brien,
Attorney-in-Fact

**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) These shares are held by entities of which Mitchell P. Rales and Steven M. Rales are the sole stockholders. The reporting person disclaims beneficial ownership of those securities owned by Mitchell P. Rales.

Â

Remarks:

Exhibit List Exhibit 24 - Power of Attorney for Â Steven M. Rales

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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