

XERIUM TECHNOLOGIES INC
 Form 4
 July 08, 2008

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

(Last) (First) (Middle)

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

(Street)

MUNCHEN, 2M

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock	07/03/2008		A	(A) or (D) 9,764 (1) (2) (3) (4) (5) (6) (7)	\$ 0 18,269.28 (2) (3) (4) (5) (6) (7)	D (2) (3) (4) (5) (6) (7)	

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

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number.

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 Following Reporting Transaction (Instr. 6)
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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 07/08/2008

__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) Grant of Restricted Stock Units.
- (2) Mr. Phillips is associated with Apax Europe IV GP Co. Ltd. and its affiliated companies. 25,043,764.117 shares are deemed beneficially owned by Apax Europe IV GP Co. Ltd.

Apax WW Nominees Ltd. holds 24,963,243.529 shares as custodian for certain funds affiliated with Apax Europe IV GP Co. Ltd. Apax Europe IV-A, L.P. beneficially holds 16,674,004.107 shares; Apax Europe IV-B, L.P. beneficially holds 3,509,515.145 shares; Apax Europe IV-C GmbH & Co. KG beneficially holds 1,605,931.980 shares; Apax Europe IV-D, L.P. beneficially holds 1,261,210.374 shares; Apax Europe IV-E, L.P. beneficially holds 26,996.270 shares; Apax Europe IV-F, C.V. beneficially holds 1,176,760.502 shares; Apax Europe IV-G, C.V. beneficially holds 692,212.060 shares; and Apax Europe IV-H GmbH & Co. KG beneficially holds 16,613.089 shares (together, the "Apax Funds").
- (4) Apax Europe IV GP Co. Ltd. exercises investment discretion and control over the shares beneficially held by each of the Apax Funds through Apax Europe IV GP, L.P., which is the sole managing general partner of each of the Apax Funds. Apax Europe IV GP Co. Ltd. is

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the sole managing general partner of Apax Europe IV GP, L.P.

- (5) Apax-Xerium APIA L.P. ("APIA") directly holds 80,520.588 shares. Apax Europe IV GP Co. Ltd. exercises sole investment discretion and control over the shares beneficially held by APIA through Apax Europe IV GP, L.P., which is the sole managing general partner of APIA. Apax Europe IV GP Co. Ltd. is the sole managing general partner of Apax Europe IV GP, L.P.

- (6) Apax Europe IV GP Co. Ltd. is managed by a five-person board of directors. David Staples, Jeremy Arnold, Denise Fallaize, Andrew Guille, and Stephen Tilton, as directors of Apax Europe IV GP Co. Ltd., may be deemed to share beneficial ownership of the shares shown as beneficially owned by Apax Europe IV GP Co. Ltd. Such persons disclaim beneficial ownership of the shares beneficially owned by Apax Europe IV GP Co. Ltd.

- (7) Mr. Phillips disclaims beneficial ownership of the common stock that may be deemed beneficially owned by Apax Europe IV GP Co. Ltd., APIA, the Apax Funds and their affiliated companies.

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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