

Wilson James Forbes
Form 4
January 05, 2011

FORM 4

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

OMB APPROVAL

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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)
01/04/2011

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 | 01/04/2011 | | A | 745 ⁽¹⁾ A \$ 0 | 1,646 ⁽²⁾ | D | |
| Common Stock, par value \$0.001 per | | | | | 1,495,830 ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ | I ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ | See Footnotes 3, 4 & 5 ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ |

share

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 C/O CARL MARKS MANAGEMENT COMPANY, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | X | | | |

Signatures

/s/ James Forbes
Wilson 01/04/2011

__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 Director Deferred Stock Units ("Units").
 - (2) Represents shares underlying Units.
 - (3) The reporting person is a director of Xerium Technologies, Inc. (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

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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 (i) CMSI GP, LLC ("CMSI GP"), a Delaware limited liability company and the general partner of CMSI, and (ii) Carl Marks GP, LLC ("CMSO GP"), a Delaware limited liability company and the general partner of CMSO. As of January 4, 2011, the reporting person was the owner of 1,646 Units and CMSI and CMSO were owners in the aggregate of 1,495,830 shares of the Common Stock of the Issuer.

The 469,058 shares of Common Stock held by CMSI and the 1,026,772 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 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.

- (4)
- (5) The reporting person's beneficial ownership of the Issuer's securities is limited to (i) his direct ownership of 1,646 Units and (ii) his indirect interest (if any) in the securities 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.

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