

WRIGHT MEDICAL GROUP INC
 Form 4
 November 16, 2004

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 *
WARBURG PINCUS EQUITY PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
WRIGHT MEDICAL GROUP INC [WMGI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 466 LEXINGTON AVENUE, 10TH FLOOR,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2004

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

NEW YORK, NY 10017

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/15/2004		J ⁽²⁾		1,999,996	D	\$ 0 ⁽⁴⁾ 2,785,221
Common Stock, par value \$0.01 per share	11/15/2004		J ⁽²⁾		40,000	A ⁽³⁾	\$ 0 ⁽⁴⁾ 0
	11/15/2004		J ⁽²⁾		40,000		\$ 0 ⁽⁴⁾ 2,785,221

Common Stock, par value \$0.01 per share					D <u>(3)</u>		
Common Stock, par value \$0.01 per share	11/15/2004	X	288,043	A	\$ 4.354	2,785,221	D <u>(1)</u>
Common Stock, par value \$0.01 per share	11/15/2004	S	57,412	D	\$ 26.2	2,785,221	D <u>(1)</u>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Common Stock Warrants	\$ 4.354	11/15/2004		X	345,455	12/07/1999 12/07/2004	Common Stock, par value \$.01 per share 345,455

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS EQUITY PARTNERS LP 466 LEXINGTON AVENUE, 10TH FLOOR NEW YORK, NY 10017		X		

WARBURG PINCUS & CO
466 LEXINGTON AVENUE X
NEW YORK, NY 10017

WARBURG PINCUS LLC
466 LEXINGTON AVENUE X
NEW YORK, NY 10017

WEATHERMAN ELIZABETH H
C/O WARBURG PINCUS & CO. X
466 LEXINGTON AVENUE
NEW YORK, NY 10017

Signatures

Warburg, Pincus Equity Partners, L.P., by Warburg Pincus & Co. (General Partner), by Scott A. Arenare (Partner) 11/15/2004

__Signature of Reporting Person Date

Warburg Pincus & Co., by Scott Arenare (Partner) 11/15/2004

__Signature of Reporting Person Date

Elizabeth Weatherman 11/15/2004

__Signature of Reporting Person Date

Warburg Pincus LLC, by Scott A. Arenare (Managing Director) 11/15/2004

__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) Please see Remarks (below).
- (2) On November 15, 2004, Equity Partners distributed an aggregate of 1,999,996 shares of Common Stock to its partners.
- (3) As a result of the November 15, 2004 distribution, WP received 40,000 shares of Common Stock, which in turn it distributed to its partners.
- (4) Price not applicable.

Remarks:

Note (1)

The stockholder is Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership, and certain affiliated funds (collectively, "Equity Partners"). Equity Partners beneficially owns 2,785,221 shares of common stock, par value \$0.01 per share ("Common Stock") of Wright Medical Group, Inc. (the "Issuer").

The sole general partner of Equity Partners is Warburg Pincus & Co., a New York general partnership ("WP"). Warburg Pincus LLC (formerly E.M. Warburg Pincus & Co., LLC), a New York limited liability company ("WPLL"), manages Equity Partners. In light of the provisions of Rule 16a-1 of the Exchange Act, WP and WPLL may be deemed to be the beneficial owners of the Common Stock held by Equity Partners, although both WP and WPLL disclaim beneficial ownership of the Common Stock to the extent of any indirect pecuniary interest therein.

Ms. Weatherman, a director of the Issuer, is a general partner of WP and a member of WPLL. As such, Ms. Weatherman may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the shares beneficially owned by Equity Partners, WPLL and WP. Ms. Weatherman disclaims beneficial ownership of such shares except to the extent of any indirect pecuniary interest therein. Ms. Weatherman does not directly own any shares of Common Stock of the Issuer.

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