

WRIGHT MEDICAL GROUP INC

Form 4

February 16, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EMMITT RICHARD B

(Last) (First) (Middle)

C/O THE VERTICAL GROUP,  
L.P., 25 DEFOREST AVENUE

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

WRIGHT MEDICAL GROUP INC  
[WMGI]

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

02/14/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Voting Common Stock	02/14/2006		S		222,135 <u>(1)</u>	D	\$ 19 0		I	See Explanation of Responses <u>(2)</u>
Voting Common Stock	02/14/2006		S		49,588 <u>(1)</u>	D	\$ 19 0		I	See Explanation of Responses <u>(2)</u>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option	\$ 26.82					09/01/2005 <sup>(3)</sup> 09/01/2014	Common Stock
Non-Qualified Stock Option	\$ 25.58	05/12/2005		A	5,000	05/12/2006 <sup>(4)</sup> 05/12/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EMMITT RICHARD B C/O THE VERTICAL GROUP, L.P. 25 DEFOREST AVENUE SUMMIT, NJ 07901	X

## Signatures

/s/ Richard B.  
Emmitt 02/16/2006

\*\*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) The shares were sold pursuant to a Rule 10b5-1 stock sale plan.
- (2) Mr. Emmitt's beneficial ownership is based on the record ownership of these shares by Vertical Fund I, L.P. ("VF1") and Vertical Fund II, L.P. ("VFII"). Mr. Emmitt is a director of Wright Medical Group, Inc. ("WMGI") and a General Partner of The Vertical Group, L.P. ("Vertical"). Vertical is the general partner of VFI and VFII, who are the holders of the Common Stock of WMGI. Mr. Emmitt may be deemed to have an indirect pecuniary interest (within Rule 16a-1 of the Exchange Act) in an indeterminate portion of the shares owned by

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VFI and VFII. Mr. Emmitt disclaims the beneficial ownership of such shares except to the extent of any such indirect pecuniary interest therein.

Subject to certain conditions set forth in WMGI's Stock Option Plan or Agreement, the option became exercisable on September 1, 2005

(3) with respect to 1,250 Shares of Common Stock and becomes exercisable for an additional 1,250 Shares of Common Stock on each of September 1, 2006, September 1, 2007 and September 1, 2008.

Subject to certain conditions set forth in WMGI's Stock Option Plan or Agreement, the option becomes exercisable for 1,250 Shares of

- (4) Common Stock on May 12, 2006 and becomes exercisable for an additional 1,250 Shares of Common Stock on each of May 12, 2007, May 12, 2008 and May 12, 2009.

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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