

ORTHOFIX INTERNATIONAL N V
 Form 4
 April 29, 2005

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 *
GAINES COOPER ROBERT

2. Issuer Name and Ticker or Trading Symbol
ORTHOFIX INTERNATIONAL N V [OFIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2005

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

C/O ORTHOFIX INC, 10115 KINCEY AVE STE 250

(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

HUNTERSVILLE, NC 28078

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/18/2005 | | J ⁽¹⁾ | V Amount \$ 270,000 ⁽²⁾ | A 39.2 ⁽²⁾ 450,000 ⁽²⁾ | I ⁽²⁾ | Venner Capital S.A. ⁽²⁾ |
| Common Stock | | | | | 693,000 ⁽³⁾ | I ⁽³⁾ | The Bird Island Trust ⁽³⁾ |
| Common Stock | | | | | 432,700 | D | |

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.

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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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| GAINES COOPER ROBERT C/O ORTHOFIX INC 10115 KINCEY AVE STE 250 HUNTERSVILLE, NC 28078 | X | X | | |

Signatures

s/Thomas Hein, by power of attorney
04/29/2005

**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).

The Reporting Person is filing this Form 4 to report on an increase in the number of shares of common stock of the Issuer that he may be considered to own beneficially indirectly through Venner Capital S.A. (formerly LMA International S.A.) ("Venner"). This increase reflects a corporate restructuring in which Venner acquired all of its capital stock not held by, and as a result became wholly-owned by, The Bird Island Trust. The restructuring was undertaken in anticipation of the initial public offering in Singapore of common shares of LMA International N.V. The increase in the Reporting Person's indirect beneficial ownership resulting from such restructuring occurred on the closing date of such initial public offering (March 18,2005). The restructuring did not involve any purchases or sales of the shares of the Issuer's common stock by Venner and did not result in any increase or decrease in Venner's holdings of the shares of the Issuer's common stock.

(2)

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These shares of the Issuer's common stock are held directly by Venner and held by the Reporting Person indirectly through Venner. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purposes.

- (3) These shares of the Issuer's common stock are held directly by The Bird Island Trust and held by the Reporting Person indirectly through The Bird Island Trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purposes.

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.