

Exhibit D

[Compensation Committee Charter]

SYMMETRY MEDICAL INC.
COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee (the “Committee”) of Symmetry Medical Inc. (the “Company”) is appointed by the of the board of directors (the “Board”) of the Company to address matters relating to the fair and competitive compensation of the Company’s executives, employees and non-employee directors, together with matters relating to Company’s retirement, welfare and other benefit plans. The Committee shall produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement or annual report on Form 10-K, in accordance with applicable laws, rules and regulations.

II. ORGANIZATION

The Committee shall have the number of members as the Board shall from time to time determine. The members of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee. Each member of the Committee shall (i) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, (ii) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, and (iii) when and as required by the New York Stock Exchange (the “NYSE”) rules applicable to the Company, meet the independence requirements contained in such rules. Committee members shall hold their offices until their successors are elected and qualified, or until their earlier resignation or removal. The Board may remove a member from the Committee at any time with or without cause. All vacancies in the Committee shall be filled by the Board. If the Board has not designated one of the members as Chairman of the Committee, the members of the Committee may elect a Chairman.

The Committee shall meet at such times and with such frequency as it deems necessary to carry out its duties and responsibilities. All meetings shall be at the call of the Chairman of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business.

The Committee may, as it deems appropriate, delegate its responsibilities to subcommittees, as such delegation may be permitted under the NYSE rules applicable to the Company and other applicable laws, rules and regulations. The Committee shall make regular reports to the Board and shall annually review and assess its own performance and the adequacy of this Charter and recommend any appropriate changes to the Board for approval. The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal or other consultants or experts, including compensation consultants, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

III. DUTIES AND RESPONSIBILITIES

The Committee will fulfill its responsibilities as required by applicable laws, rules or regulations, and otherwise, as it deems necessary or appropriate. The Committee’s primary responsibilities are to:

1. Review and approve corporate goals and objectives relevant to the compensation of executive officers, evaluate the performance of the executive officers in light of those goals and objectives and determine and approve the compensation level of executive officers based on that evaluation.

2. Evaluate and establish the incentive components of the CEO's compensation and related bonus awards, taking into account the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the services rendered by the CEO and the awards given to the CEO in past years.
3. Review and approve the design of the benefit plans which pertain to Directors, the Chief Executive Officer and other senior executive officers who report directly to the Chief Executive Officer, including oversight of Rule 162(m) plans.
4. Administer all plans entitled to the exemption under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, including stock option, restricted stock and deferred stock plans.
5. Approve the material terms of all employment, severance and change-of-control agreements for executive officers.
6. Recommend to the Board the compensation for Board members, such as retainer, committee Chairman fees, stock options and other similar items as appropriate, and pursuant to the Company's corporate governance guidelines.
7. Provide oversight regarding the Company's retirement, welfare and other benefit plans, policies and arrangement on an as needed basis.
8. Review compensation policies and guidelines issued by (i) the NYSE and other applicable authorities and (ii) key institutional shareholders and (iii) entities that offer proxy voting services or recommendations to shareholders.
9. Prepare a compensation committee report on executive compensation to be included in the company's annual proxy statement or annual report on Form 10-K filed with the SEC.

IV. LIMITATION ON RESPONSIBILITY

This Charter reflects a delegation of authority and responsibility from the Board to the Committee, and does not alter or increase in any way the nature or scope of any fiduciary duties owed by any member of the Committee to the Company or its stockholders. The indemnification and exculpation provisions of the Company's Certificate of Incorporation and any other agreement that may exist with any member of the Committee shall apply fully to the member's services on the Committee.