

HENDY CHRISTOPHER P

Form 4

October 28, 2005

**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  
Expires: January 31, 2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HENDY CHRISTOPHER P**

2. Issuer Name and Ticker or Trading Symbol  
**SYNBIOTICS CORP [SBIO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**9468 MONTGOMERY ROAD**  
  
**CINCINNATI 45242**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/28/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					662,120	D	
Common Stock					766,483	I (1) (2)	Redwood Holdings, LLC (1) (2)
Common Stock					12,215,907 (3)	I (3)	Redwood West Coast, LLC (3)

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 or Number of Shares
Series C Preferred Stock	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	12,215,907 <u>(3)</u>
Series C Preferred Stock	<u>(4)</u>	10/28/2005		P	180	<u>(4)</u>	<u>(4)</u>	Common Stock	1,401,214 <u>(4)</u>
Common Stock Warrant	\$ 0.17					09/23/2004	09/01/2010	Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDY CHRISTOPHER P 9468 MONTGOMERY ROAD CINCINNATI 45242	X	X		

## Signatures

Christopher P. Hendy, by Keith A. Butler his attorney-in-fact 10/28/2005

         \*\*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).
- (1) Acquired pursuant to the election of Redwood West Coast, LLC in lieu of cash dividends on Synbiotics Corporation's Series C Preferred Stock held by Redwood West Coast, LLC, as permitted by the Certificate of Determination of the Series C Preferred Stock of Synbiotics Corporation. As required by its Operating Agreement, Redwood West Coast, LLC directed that the shares of Common Stock be issued

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directly to its members. Redwood Holdings, LLC received 766,483 shares of Common Stock of Synbiotics Corporation in these distributions. Redwood Holdings, LLC is the owner of record of 766,483 shares of Common Stock of Synbiotics Corporation. Mr. Hendy is a 24.9% owner of Redwood Holdings, LLC, which has sole voting and dispositive power with respect to the shares. Mr. Hendy disclaims beneficial ownership of the shares reflected above, except to the extent of his direct pecuniary interest in Redwood Holdings, LLC.

- (2) Acquired in lieu of cash dividends on Synbiotics Corporation's Series C Preferred Stock held by Redwood Holdings, LLC, as permitted by the Certificate of Determination of the Series C Preferred Stock of Synbiotics Corporation. Redwood Holdings, LLC received 766,483 shares of Common Stock of Synbiotics Corporation in these distributions. Redwood Holdings, LLC is the owner of record of 766,483 shares of Common Stock of Synbiotics Corporation. Mr. Hendy is a 24.9% owner of Redwood Holdings, LLC, which has sole voting and dispositive power with respect to the shares. Mr. Hendy disclaims beneficial ownership of the shares reflected above, except to the extent of his direct pecuniary interest in Redwood Holdings, LLC.

- (3) See Exhibit 99.1 to this Form 4.

- On October 28, 2005, Redwood Holdings, LLC purchased 180 shares of Series C Convertible Preferred Stock of Synbiotics Corporation. Redwood Holdings, LLC is the beneficial owner of 280 shares of Series C Convertible Preferred Stock of Synbiotics Corporation. Mr. Hendy is a 24.9% owner of Redwood Holdings, LLC. In addition, Mr. Hendy serves on the Management Committee of Redwood
- (4) Holdings, LLC, which has sole voting and dispositive power with respect to the shares. The shares are convertible into shares of common stock at any time into such number of shares of common stock by dividing each share of Series C Convertible Preferred Stock, valued at \$1,000, by the conversion price - initially set at \$0.12846. Mr. Hendy disclaims beneficial ownership of the shares reflected above, except to the extent of his direct pecuniary interest in Redwood Holdings, LLC.

- On September 23, 2004, in conjunction with a credit agreement, Remington Capital, LLC received a warrant to purchase 250,000 shares of Common Stock of Synbiotics Corporation with an exercise price of \$0.17 per share. The warrant is exercisable at any time, in whole or
- (5) in part, through September 1, 2010. Remington Capital, LLC is indirectly owned 100% by Redwood Holdings, LLC. Mr. Hendy is a 24.9% owner of Redwood Holdings, LLC. Mr. Hendy disclaims beneficial ownership of the shares reflected above, except to the extent of his direct pecuniary interest in Redwood Holdings, LLC.

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.