SYNBIOTICS CORP
Form 4
December 13, 2004

FORM 4

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

OMB APPROVAL

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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 *
RUYAN JERRY L

(Last) (First) (Middle)

9468 MONTGOMERY ROAD

(Street)

CINCINNATI, OH 45242

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			
Common Stock	12/10/2004		J(1)		161,101	A	$ 0.176	2,005,594	D	
Common Stock	12/10/2004		J(2)(3)		22,622	A	$ 0.176	735,488	I (2) (3)	Redwood Holdings, LLC (2) (3)

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

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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	(4)							(4)	(4)	Common Stock	21,796,668 (4)
Series C Preferred Stock	(5)							(5)	(5)	Common Stock	778,452 (5)
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
RUYAN JERRY L 9468 MONTGOMERY ROAD CINCINNATI, OH 45242		X		

Signatures

Jerry L. Ruyan, by Keith A. Butler his attorney-in-fact	12/13/2004
**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)	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 directly to its members. Mr. Ruyan received 161,101 shares of Common Stock of Synbiotics Corporation in this distribution.

(2) 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 directly to its members. Redwood Holdings, LLC received 11,969 shares of Common Stock of Synbiotics Corporation in this distribution. Redwood Holdings, LLC is the owner of record of 735,488 shares of Common Stock of Synbiotics Corporation. Mr. Ruyan is a 49.8% owner of Redwood Holdings, LLC, which has sole voting and dispositive power with respect to the shares. Mr. Ruyan disclaims beneficial ownership of the shares reflected above, except to the extent of his direct pecuniary interest in Redwood Holdings, LLC.

(3) 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 10,653 shares of Common Stock of Synbiotics Corporation in this distribution. Redwood Holdings, LLC is the owner of record of 735,488 shares of Common Stock of Synbiotics Corporation. Mr. Ruyan is a 49.8% owner of Redwood Holdings, LLC, which has sole voting and dispositive power with respect to the shares. Mr. Ruyan disclaims beneficial ownership of the shares reflected above, except to the extent of his direct pecuniary interest in Redwood Holdings, LLC.

(4) See Exhibit 99.1 to this Form 4.

(5) On September 23, 2004, Redwood Holdings, LLC purchased 100 shares of Series C Convertible Preferred Stock of Synbiotics Corporation. Redwood Holdings, LLC is the beneficial owner of 100 shares of Series C Convertible Preferred Stock of Synbiotics Corporation. Mr. Ruyan is a 49.8% owner of Redwood Holdings, LLC. In addition, Mr. Ruyan serves on the Management Committee of Redwood 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. Ruyan disclaims beneficial ownership of the shares reflected above, except to the extent of his direct pecuniary interest in Redwood West Holdings, LLC.

(6) 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 in part, through September 1, 2010. Remington Capital, LLC is indirectly owned 100% by Redwood Holdings, LLC. Mr. Ruyan is a 49.8% owner of Redwood Holdings, LLC. Mr. Ruyan 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.
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