

SMITH INTERNATIONAL INC
Form 4
February 22, 2005

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WERNER RICHARD A

2. Issuer Name and Ticker or Trading Symbol
SMITH INTERNATIONAL INC [SII]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O SMITH INTERNATIONAL INC, PO BOX 60068
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President, Smith Services

HOUSTON, TX 77205

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

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/18/2005 | | M | 11,250 | A | \$ 38.82 | 11,250 | D |
| Common Stock | 02/18/2005 | | M | 26,000 | A | \$ 34.73 | 37,250 | D |
| Common Stock | 02/18/2005 | | M | 25,500 | A | \$ 23.5 | 62,750 | D |
| Common Stock | 02/18/2005 | | M | 22,000 | A | \$ 30.75 | 84,750 | D |
| Common Stock | 02/18/2005 | | M | 12,400 | A | \$ 34.53 | 97,150 | D |

Edgar Filing: SMITH INTERNATIONAL INC - Form 4

| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------------|---|----------------|
| Common Stock | 02/18/2005 | S | 93,300 | D | \$ 63.5 | 3,850 | D | |
| Common Stock | 02/18/2005 | S | 2,200 | D | \$ 63.52 | 1,650 | D | |
| Common Stock | 02/18/2005 | S | 450 | D | \$ 63.57 | 1,200 | D | |
| Common Stock | 02/18/2005 | S | 1,200 | D | \$ 63.6 | 0 | D | |
| Common Stock | | | | | | 472 ⁽¹⁾ | I | By 401(k) Plan |

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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Common Stock | \$ 38.82 | 02/18/2005 | | M | | 11,250 | 12/02/2004 | 12/02/2013 | Common Stock 11,250 |
| Common Stock | \$ 34.73 | 02/18/2005 | | M | | 26,000 | 12/03/2004 | 12/03/2012 | Common Stock 26,000 |
| Common Stock | \$ 23.5 | 02/18/2005 | | M | | 25,500 | 12/04/2004 | 12/04/2011 | Common Stock 25,500 |
| Common Stock | \$ 30.75 | 02/18/2005 | | M | | 22,000 | 12/05/2004 | 12/05/2010 | Common Stock 22,000 |
| Common Stock | \$ 34.53 | 02/18/2005 | | M | | 12,400 | 12/03/2001 | 12/03/2007 | Common Stock 12,400 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: SMITH INTERNATIONAL INC - Form 4

Director 10% Owner Officer Other

WERNER RICHARD A
C/O SMITH INTERNATIONAL INC
PO BOX 60068
HOUSTON, TX 77205

President, Smith Services

Signatures

/s/ Richard A.
Werner 02/22/2005

__Signature of Date
Reporting Person

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) Shares of Smith International, Inc. common stock acquired under the Company's 401(k) Plan as of Feb. 18, 2005.

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.