

SMITH INTERNATIONAL INC  
Form 4  
March 27, 2007

**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 \*  
McKenzie Donald

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)  
PO BOX 60068  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/23/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President & CEO M-I SWACO

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		
Common Stock	03/23/2007		M	700	A \$ 28.13	53,588	D
Common Stock	03/23/2007		M	13,000	A \$ 19.41	66,588	D
Common Stock	03/23/2007		M	15,500	A \$ 17.36	82,088	D
Common Stock	03/23/2007		S	400	D \$ 47.91	81,688	D
Common Stock	03/23/2007		S	18,500	D \$ 47.9	63,188	D

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Common Stock	03/23/2007	S	4,600	D	\$ 47.89	58,588	D
Common Stock	03/23/2007	S	4,700	D	\$ 47.88	53,888	D
Common Stock	03/23/2007	S	1,000	D	\$ 47.87	52,888	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28.13	03/23/2007		M	700	<u>(1)</u>	12/07/2014	Common Stock	700
Employee Stock Option (right to buy)	\$ 19.41	03/23/2007		M	13,000	12/02/2006	12/02/2013	Common Stock	13,000
Employee Stock Option (right to buy)	\$ 17.36	03/23/2007		M	15,500	12/03/2006	12/03/2012	Common Stock	15,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McKenzie Donald  
PO BOX 60068  
HOUSTON, TX 77205

President & CEO M-I SWACO

## Signatures

Donald  
McKenzie

03/27/2007

\_\_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) The option vested in equal installments on Dec. 7, 2005 and Dec. 7, 2006.

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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