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SMITH INTERNATIONAL INC

Form 8-K

June 24, 2002

SMITH INTERNATIONAL, INC.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

JUNE 24, 2002

DATE OF REPORT

(Date of earliest event reported)

SMITH INTERNATIONAL, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

1-8514

95-3822631

(State or other jurisdiction of
incorporation or organization)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

411 N. SAM HOUSTON PARKWAY, SUITE 600
HOUSTON, TEXAS

(Address of principal executive offices)

77060

(Zip Code)

(281) 443-3370

(Registrant's telephone number, including area code)

ITEM 5: OTHER EVENTS

On June 6, 2002, the Company announced that its Board of Directors has declared a 2-for-1 stock split to be effected in the form of a stock dividend. Shareholders of record on June 20, 2002, are entitled to one additional share of common stock for each share held on that date. The Company's transfer agent is to distribute the stock dividend on or about July 8, 2002. Pursuant to Section 12 of the Rights Agreement by and between the Company and First Chicago Trust Company of New York (the "Rights Agent") dated as of June 20, 2000, the Company

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is required to file with the Rights Agent, its transfer agent and the Securities and Exchange Commission a certificate setting forth the nature of any adjustment to the Rights Agreement as a result of the stock split. A copy of the form of Certificate of Adjusted Purchase Price or Number of Shares dated June 21, 2002 is filed as Exhibit 99.1 and is hereby incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Financial statements of businesses acquired
Not applicable.
- (b) Pro forma financial information
Not applicable.
- (c) Exhibits
99.1 Certificate of Adjusted Purchase Price or Number of Shares dated June 21, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SMITH INTERNATIONAL, INC.

/s/ NEAL S. SUTTON

By: Neal S. Sutton
Senior Vice President - Administration,
General Counsel and Secretary

Date: June 24, 2002

EXHIBIT INDEX

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EXHIBIT
NUMBER

DESCRIPTION

99.1

Certificate of Adjusted Purchase Price or Number of Shares
dated June 21, 2002.