

SMITH INTERNATIONAL INC

Form 4

December 20, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROCK DOUGLAS L

(Last) (First) (Middle)

**C/O SMITH INTERNATIONAL
INC, PO BOX 60068**

(Street)

HOUSTON, TX 77205

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
COB, CEO, President & COO

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 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	12/16/2004		M		57,600	A \$ 23.5	307,600	D
Common Stock	12/16/2004		S		6,000	D \$ 56.75	301,600	D
Common Stock	12/16/2004		S		1,200	D \$ 56.8	300,400	D
Common Stock	12/16/2004		S		400	D \$ 56.86	300,000	D
Common Stock	12/16/2004		S		100	D \$ 57.13	299,900	D

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Common Stock	12/16/2004	S	1,000	D	\$ 57.11	298,900	D
Common Stock	12/16/2004	S	48,900	D	\$ 57.1	250,000	D
Common Stock	12/17/2004	M	22,900	A	\$ 23.5	272,900	D
Common Stock	12/17/2004	M	40,141	A	\$ 34.53	313,041	D
Common Stock	12/17/2004	M	180,800	A	\$ 30.75	493,841	D
Common Stock	12/17/2004	S	900	D	\$ 56.9	492,941	D
Common Stock	12/17/2004	S	49,600	D	\$ 56.35	443,341	D
Common Stock	12/17/2004	S	18,841	D	\$ 56.32	424,500	D
Common Stock	12/17/2004	S	75,000	D	\$ 56.25	349,500	D
Common Stock	12/17/2004	S	24,500	D	\$ 56.21	325,000	D
Common Stock	12/17/2004	S	75,000	D	\$ 56.2	250,000	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 56.26	12/07/2004		A	43,000	(1) 12/07/2014	Common Stock

Employee Stock Option (right to buy)	\$ 23.5	12/16/2004	M	57,600	12/04/2004	12/04/2011	Common Stock
Employee Stock Option (right to buy)	\$ 23.5	12/17/2004	M	22,900	12/04/2004	12/04/2011	Common Stock
Employee Stock Option (right to buy)	\$ 34.53	12/17/2004	M	40,141	<u>(2)</u>	12/03/2007	Common Stock
Employee Stock Option (right to buy)	\$ 30.75	12/17/2004	M	180,800	<u>(3)</u>	12/05/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCK DOUGLAS L C/O SMITH INTERNATIONAL INC PO BOX 60068 HOUSTON, TX 77205	X		COB, CEO, President & COO	

Signatures

/s/ Douglas L.
Rock 12/20/2004

__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) The option vests in four equal annual installments beginning on December 7, 2005.

(2) The option vested in four equal installments on Dec. 3, 1998, 1999, 2000 and 2001.

(3) The option vested in four equal installments on Dec. 5, 2001, 2002, 2003 and 2004.

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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