

SMITH INTERNATIONAL INC
Form 4
March 23, 2007

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 *
DORMAN MARGARET K

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)
03/21/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, CFO & Treasurer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 03/21/2007 | | M | | 62,000 A \$ 11.75 | D | |
| Common Stock | 03/21/2007 | | M | | 26,000 A \$ 17.36 | D | |
| Common Stock | 03/21/2007 | | S | | 77,700 D \$ 46.2 | D | |
| Common Stock | 03/21/2007 | | S | | 4,200 D \$ 46.21 | D | |
| Common Stock | 03/21/2007 | | S | | 3,700 D \$ 46.22 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|----------------|
| Common Stock | 03/21/2007 | S | 1,200 | D | \$ 46.23 | 40,358 | D | |
| Common Stock | 03/21/2007 | S | 1,200 | D | \$ 46.24 | 39,158 | D | |
| Common Stock | | | | | | 4,855 ⁽¹⁾ | I | By 401(k) Plan |

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) | \$ 11.75 | 03/21/2007 | | M | 62,000 | ⁽²⁾ | 12/04/2011 | Common Stock | 62,000 |
| Employee Stock Option (right to buy) | \$ 17.36 ⁽³⁾ | 03/21/2007 | | M | 26,000 ⁽³⁾ | 12/03/2003 | 12/03/2012 | Common Stock | 26,000 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| DORMAN MARGARET K PO BOX 60068 HOUSTON, TX 77205 | Director 10% Owner Officer Sr. VP, CFO & Treasurer |

Signatures

Margaret K.
Dorman

03/23/2007

__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) Based on a plan statement dated as of Dec. 31, 2006.
 - (2) The option vested in two equal installments on Dec. 4, 2004 and Dec. 4, 2005.
 - (3) This option was previously reported as covering 52,000 shares at an exercise price of \$34.73 per share, but was adjusted to reflect the 2-for-1 stock split on Aug. 24, 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.