

SMITH INTERNATIONAL INC

Form 4

February 03, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNEDY JOHN J

(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)
02/02/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President, Wilson Supply

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/02/2005		M		11,250	A	\$ 38.82	11,250	D
Common Stock	02/02/2005		M		26,000	A	\$ 34.73	37,250	D
Common Stock	02/02/2005		M		46,500	A	\$ 23.5	83,750	D
Common Stock	02/02/2005		M		44,000	A	\$ 30.75	127,750	D
Common Stock	02/02/2005		S		25,100	D	\$ 60.17	102,650	D

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Common Stock	02/02/2005	S	2,650	D	\$ 60.39	100,000	D
Common Stock	02/02/2005	S	20,000	D	\$ 60.25	80,000	D
Common Stock	02/02/2005	S	3,100	D	\$ 60.4	76,900	D
Common Stock	02/02/2005	S	1,900	D	\$ 60.47	75,000	D
Common Stock	02/02/2005	S	24,700	D	\$ 60.43	50,300	D
Common Stock	02/02/2005	S	300	D	\$ 60.57	50,000	D
Common Stock	02/02/2005	S	24,300	D	\$ 60.63	25,700	D
Common Stock	02/02/2005	S	25,700	D	\$ 60.75	0	D

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 38.82	02/02/2005		M		11,250		12/02/2004	12/02/2013	Common Stock	11,250
Employee Stock Option (right to	\$ 34.73	02/02/2005		M		26,000		12/03/2004	12/03/2012	Common Stock	26,000

buy)

Employee

Stock

Option \$ 23.5 02/02/2005

M

46,500 12/04/2004 12/04/2011

Common
Stock

46,500

(right to

buy)

Employee

Stock

Option \$ 30.75 02/02/2005

M

44,000 12/05/2004 12/05/2010

Common
Stock

44,000

(right to

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY JOHN J C/O SMITH INTERNATIONAL INC PO BOX 60068 HOUSTON, TX 77205			President, Wilson Supply	

Signatures

/s/ John J.
Kennedy 02/03/2005

__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).

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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