

SMITH INTERNATIONAL INC
Form 4
September 06, 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 *
KENNEDY JOHN J

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)
09/04/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO Wilson

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	(A) or (D)	Price
Common Stock	09/04/2007		S		8,609	D	\$ 68.26
Common Stock	09/04/2007		S		10,000	D	\$ 68.27
Common Stock	09/04/2007		S		14,266	D	\$ 68.28
Common Stock	09/04/2007		S		5,000	D	\$ 68.29
Common Stock	09/04/2007		S		2,200	D	\$ 68.3

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Common Stock	09/04/2007	S	4,625	D	\$ 68.31	46,548	D
Common Stock	09/04/2007	S	2,700	D	\$ 68.32	43,848	D
Common Stock	09/04/2007	S	1,000	D	\$ 68.33	42,848	D
Common Stock	09/04/2007	S	700	D	\$ 68.34	42,148	D
Common Stock	09/04/2007	S	100	D	\$ 68.35	42,048	D
Common Stock	09/04/2007	S	200	D	\$ 68.36	41,848	D
Common Stock	09/04/2007	S	2,000	D	\$ 68.37	39,848	D
Common Stock	09/04/2007	S	300	D	\$ 68.38	39,548	D
Common Stock	09/04/2007	S	200	D	\$ 68.39	39,348	D
Common Stock	09/04/2007	S	200	D	\$ 68.4	39,148	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY JOHN J PO BOX 60068 HOUSTON, TX 77205			President & CEO Wilson	

Signatures

John J. Kennedy 09/06/2007

__Signature of Date
Reporting Person

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).

Remarks:

This report is number two of two. Table I rows 1-30 are included on the first report. Table I rows 31-45 are included on this s

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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