Fish Joseph R Form 4 March 14, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

(Last)

Security

(Instr. 3)

SKYLINE DRIVE

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Fish Joseph R Symbol

(Middle)

(Month/Day/Year) Execution Date, if

SmartPros Ltd. [SPRO]

3. Date of Earliest Transaction

(Month/Day/Year) 03/10/2011

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

below) below) **EVP & Chief Technology Officer**

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting Person

D

HAWTHORNE, NY 10532

C/O SMARTPROS LTD. 12

(First)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities

5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Securities Form: Direct Indirect Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

14,773

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

(1)

Α

Common 03/10/2011

(Month/Day/Year)

Stock

A

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5,000

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Der Seci	itle of ivative urity tr. 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr.
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
to b	nmon	\$ 3.44					(2)	10/03/2015	Common Stock	15,000	
to b	nmon	\$ 5.32					(2)	07/22/2011	Common Stock	34,897	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Fish Joseph R C/O SMARTPROS LTD 12 SKYLINE DRIVE HAWTHORNE, NY 10532

EVP & Chief Technology Officer

Signatures

/s/ Joseph R. 03/11/2011 Fish **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).
- (1) Not applicable.
- (2) Immediate.

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.

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