Edgar Filing: SMITH INTERNATIONAL INC - Form 5

Washington, D.C. 20549

SMITH INTERNATIONAL INC Form 5 March 24, 2005 FORM 5

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: January 31, Expires: 2005 Estimated average **ANNUAL STATEMENT OF CHANGES IN BENEFICIAL** burden hours per **OWNERSHIP OF SECURITIES** response ... 1.0

× /	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 tions							
1. Name and Address of Rep GIBBS JAMES R	porting Person <u>*</u>	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)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004	X_ Director 10% Owner Officer (give title Other (specify below) below)					
C/O VERITAS DGC,Â TOWN PARK DR	10300							
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)					

HOUSTON, TXÂ 77072

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

(City)	(State) (Z	Zip) Table	I - Non-Deriv	vative Sec	urities	s Acqui	red, Disposed o	f, or Beneficial	ly 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. Securit Acquired Disposed (Instr. 3, Amount	(A) o of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	10,592	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,000	Ι	By Wife
Common Stock	Â	Â	Â	Â	Â	Â	800	I	By Trust

Edgar Filing: SMITH INTERNATIONAL INC - Form 5

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 2270 (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)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	Â	01/28/1999	Â	A4 (2)	12,000 (3)	Â	(4)	(4)	Common Stock	12,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
GIBBS JAMES R C/O VERITAS DGC 10300 TOWN PARK DR HOUSTON, TX 77072	ÂX	Â	Â	Â				

Signatures

/s/ James R. Gibbs <u>**</u>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) Each restricted stock unit represents a contingent right to recieve one share of SII common stock at \$1.00 per share.
- (2) The reporting person was granted the restricted stock award in connection with the termination of the Directors' Retirement Plan of the registrant.
- (3) This number has been adjusted to reflect a 2-for-1 stock split of the registrant's common stock on June 20, 2002.
- (4) The units will vest on the date the reporting person last serves as a director provided that he has served for 10 years in such capacity, or upon his earlier death or change of control of the registrant while he is a director.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.