

SMITH MICRO SOFTWARE INC  
 Form 3  
 September 08, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Elliott Robert		(Month/Day/Year)	SMITH MICRO SOFTWARE INC [SMSI]	
(Last)	(First)	(Middle)	06/01/2008	
51 COLUMBIA			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ALISO VIEJO,Â CAÂ 92656			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Marketing Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	11,250	D	Â
Common Stock <sup>(2)</sup>	30,000	D	Â
Common Stock <sup>(3)</sup>	50,000	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to buy)	Â (4)	07/01/2014	Common Stock	17,187	\$ 1.91	D	Â
Employee Stock Option (Right to buy)	Â (5)	07/27/2015	Common Stock	50,000	\$ 4.95	D	Â
Employee Stock Option (Right to buy)	Â (6)	02/18/2017	Common Stock	100,000	\$ 12.55	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elliott Robert 51 COLUMBIA ALISO VIEJO, CA 92656	Â	Â	Â Chief Marketing Officer	Â

## Signatures

/s/ Diane Gulling, Attorney in Fact for Robert E. Elliott 09/08/2008

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Restricted Stock Grant of 30,000 shares on 04/20/2006 which vested in 24 equal monthly installments beginning 05/20/2006. Remaining 11,250 shares are fully vested.
- (2) Restricted Stock Grant of 30,000 shares on 02/16/2007 which vests in 24 equal monthly installments beginning 03/16/2007. 11,250 shares are unvested at 06/01/2008.
- (3) Restricted Stock Grant of 50,000 shares on 05/16/2008. Vests in 48 equal monthly installments beginning 06/16/2008.
- (4) 14,062 options are currently exercisable. The balance is exercisable in 2 remaining equal monthly installments.
- (5) 20,833 options are currently exercisable. The remainder become exercisable in 14 successive equal monthly installments.
- (6) 25,000 exercisable on 02/18/2008, the remaining become exercisable in 36 successive equal monthly installments.

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.