

King Theodore L.N.
Form 4/A
September 29, 2008

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 *
King Theodore L.N.

2. Issuer Name and Ticker or Trading Symbol
SMART ONLINE INC [SOLN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2530 MERIDIAN PARKWAY, SECOND FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
COO

DURHAM, NC 27713
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/21/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) | Price (D) | |
| Common Stock | 03/19/2008 | | A ⁽³⁾ | | 32,000 <u>(1)</u> | \$ 0 <u>(3)</u> | D |
| Common Stock | 03/19/2008 | | A ⁽³⁾ | | 3,000 <u>(2)</u> | \$ 0 <u>(3)</u> | D |

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

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(9-02)

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| King Theodore L.N. 2530 MERIDIAN PARKWAY SECOND FLOOR DURHAM, NC 27713 | | | COO | |

Signatures

/s/Margaret Cate,
attorney-in-fact

09/29/2008

__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) Restricted stock award granted under Smart Online, Inc.'s 2004 Equity Compensation Plan at grant date fair value with restrictions lapsing as follows: one-half on April 1, 2010; one-quarter on April 1, 2011; and one quarter on April 1, 2012.
- (2) Restricted stock award granted under Smart Online Inc.'s 2004 Equity Compensation Plan at the grant date fair value with restrictions lapsing as to 25% of the shares on March 19, 2008 and thereafter as to 12.5% of the shares on each of the following dates: June 5, 2008; September 5, 2008; December 5, 2008; March 5, 2009; June 5, 2009; and September 5, 2009.
- (3) This amendment is filed solely to reflect a correction in the transaction code and price for each reported transaction.

Remarks:

Exhibit List

Exhibit 24-Power of Attorney

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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