Chandler Richard E Jr Form 4 January 31, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number: January 31, Expires:

burden hours per 0.5

2005 Estimated average

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Chandler Richard E Jr			2. Issuer Name and Ticker or Trading Symbol SMITH INTERNATIONAL INC [SII]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(Month/I			f Earliest Transaction Day/Year)				Director 10% Owner Officer (give title Other (specify below)			
PO BOX 60	01/27/20	01/27/2006					SVP, General Counsel & Sec				
	PO BOX 60068  (Street)  HOUSTON, TX 77205  (City) (State) (Zip)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)					Applicable Line)					
HOUSTON	, TX 77205							_X_ Form filed by M Form filed by M Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Fransaction Date 2A. Deemed onth/Day/Year) Execution Date, i any (Month/Day/Year)		Code (Instr. 3, 4 and 5)				Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/27/2006			A	1,743	A	<u>(1)</u>	2,866	D		
Common	01/27/2006			E	150	D	\$	2 716	D		

150

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

01/27/2006

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

2,716

#### Edgar Filing: Chandler Richard E Jr - Form 4

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date T	Title	Number		
						LACICISABLE			of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Chandler Richard E Jr

PO BOX 60068 SVP, General Counsel & Sec

HOUSTON, TX 77205

### **Signatures**

Richard E. 01/27/2006 Chandler, Jr.

\*\*Signature of Reporting 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) A grant of restricted stock at par value.

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.

Reporting Owners 2