Chandler Richard E Jr Form 4 December 13, 2007

## FORM 4

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

**OMB** 3235-0287 Number:

burden hours per

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or 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

2. Issuer Name and Ticker or Trading

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Chandler Richard E Jr Syr SN [SI				INTE	RN	ATION	AL II	NC	(Check all applicable)			
PO BOX 60	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2007						Director 10% Owner Sylvary Officer (give title Other (specify below) below)  SVP, General Counsel & Sec			
HOUSTON	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON		(T)							Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	emed 3. 4. Securities Acquired ion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  (A) Or Code V Amount (D) Price						5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/11/2007			S		300	D	\$ 68.98	21,428	D		
Common Stock	12/11/2007			S		500	D	\$ 68.97	20,928	D		
Common Stock	12/11/2007			S		700	D	\$ 68.96	20,228	D		
Common Stock	12/11/2007			S		400	D	\$ 68.94	19,828	D		
Common Stock	12/11/2007			S		3,450	D	\$ 68.93	16,378	D		

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Common Stock	12/11/2007	S	400	D	\$ 68.92	15,978	D	
Common Stock	12/11/2007	S	700	D	\$ 68.91	15,278	D	
Common Stock	12/11/2007	S	1,050	D	\$ 68.9	14,228	D	
Common Stock	12/11/2007	M	4,500	A	\$ 19.41	18,728	D	
Common Stock	12/11/2007	S	1,400	D	\$ 69.04	17,328	D	
Common Stock	12/11/2007	S	300	D	\$ 69.03	17,028	D	
Common Stock	12/11/2007	S	600	D	\$ 69.02	16,428	D	
Common Stock	12/11/2007	S	700	D	\$ 69.01	15,728	D	
Common Stock	12/11/2007	S	200	D	\$ 68.99	15,528	D	
Common Stock	12/11/2007	S	300	D	\$ 68.97	15,228	D	
Common Stock	12/11/2007	S	1,000	D	\$ 68.96	14,228	D	
Common Stock	12/10/2007	S	3,928	D	\$ 68.58	0 (1)	I	By 401(k) Plan

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 1474 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Shares

Employee

Stock

Common M 4,500 12/02/2007 12/02/2013 4,500 Option \$ 19.41 12/11/2007 Stock (right to

buy)

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Chandler Richard E Jr

PO BOX 60068 SVP, General Counsel & Sec

HOUSTON, TX 77205

## **Signatures**

Richard E. 12/11/2007 Chandler, Jr.

\*\*Signature of Reporting Date

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) Includes 2 shares acquired under Smith International's 401(k) Plan since the date of the reporting person's last ownership report.

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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