Chandler Richard E Jr Form 4 December 09, 2008

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

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See Instruction 1(b).

(Print or Type Responses)

Common

Common

Stock

Stock

12/06/2008

12/07/2008

1 Name and Address of Departing De

1. Name and Address of Reporting Person			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. Date of (Month/D	Earliest Tr	ansaction			DirectorX_ Officer (give		Owner er (specify	
PO BOX 60	0068		12/06/20	•				below) SVP, Ge	below) neral Counsel &	: Sec	
	(Street)		4. If Ame	ndment, Da	te Origina	l		6. Individual or J	oint/Group Filin	g(Check	
			Filed(Mor	nth/Day/Year	)			Applicable Line) _X_ Form filed by	One Reporting Pe	rson	
HOUSTON	T, TX 77205							Form filed by Merson	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction	Date 2A. Dee	emed	3.	4. Securi	ties Ac	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) Execution Date, if		on Date, if	Transaction(A) or Disposed of (D)			of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)	· · · · · · · · · · · · · · · · · · ·			Code (Instr. 3, 4 and 5)			5)	Beneficially	(D) or	Beneficial	
		(Month	/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
						or		(Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(mour 5 and 1)			

4,097

75

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

F

F

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SEC 1474

(9-02)

37,192

37,117

D

D

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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	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	er Expiration Date		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	rity Acquired							Follo		
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	le Number		
						Excicisable			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chandler Richard E Jr

PO BOX 60068 SVP, General Counsel & Sec

HOUSTON, TX 77205

### **Signatures**

Richard E. Chandler, Jr. 12/09/2008

\*\*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).

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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