SMITH INTERNATIONAL INC Form 4 January 31, 2003

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b)

	Address of Re ast, First, Midd	. 0	2.		r Name and Ticker ing Symbol	r or	3.	I.R.S. Identifica Person, if an en	ation Number of Reporting tity (Voluntary)
BROWN, F	ROGER A.			SMIT	TH INTERNATION	AL, INC. (SII)			
		Q . (00)	4.	State	ment for (Month/D	ay/Year)	5.	If Amendment, (<i>Month/Day/Yea</i>	Date of Original
411 N. Sam	Houston Pkw	y., Ste. 600		Janua	rry 29, 2003				
	(Street)		6.		t ionship of Reporti r (Check All Applica	0	7.	Individual or Jo (Check Applicat	bint/Group Filing ble Line)
Houston, T	X 77060			0	Director _O	10% Owner		Х	Form filed by One Reporting Person
(City)	(State)	(Zip)		X	Officer (give titl	le below)		0	Form filed by More than One Reporting
				0	Other (specify b	elow)			Person
					President, Smit	h Bits			

Edgar Filing: SMITH INTERNATIONAL INC - Form 4

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

				Table	Ι	Non-Derivative S	ecu	rities Acquire	ed, Disposed of, or	Ber	eficially Owne	d		
1.	Title of Security (Instr. 3)	2.	Transaction (Month/Day		2a.	Deemed Execution Date, if any. (Month/Day/Year)		Transaction4. Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
								Code V	(A) or Amount (D) Price	:				
-				_										
_		_			_		_			_			_	
_														
_														
-														
								Page 2						

1.	Title of Derivative Security (<i>Instr. 3</i>)	2.	Conversion or Exercise Price of Derivative	3.	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (<i>Month/Day/Year</i>)	4.	Transacti 5 n Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
			Security					0)	CodeV (A)(D)
									Employee Stock Option (right to buy) \$34.73 1/29/03 A 52,000
						Dage 3			

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

Page 3

E	ate Exercis xpiration I Aonth/Day/	Date	7.	Title and of Underl Securities (Instr. 3 a.	ying	8.	Price of 9. Derivative Security (Instr. 5)	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownershi (Instr. 4)
E	Date xercisable	Expiration Date		Title	Amount or Number of Shares							
	(1)	12/3/2012		Common Stock	52,000			52,000		D		

 Table II
 Derivative Securities Acquired, Disposed of, or Beneficially Owned
 Continued

 (e.g., puts, calls, warrants, options, convertible securities)
 Continued

Explanation of Responses:

(1) The option becomes exercisable in four equal annual installments of 13,000 shares each, beginning on December 3, 2003.

/s/ ROGER A. BROWN Ja

Jan. 29, 2003

Date

Edgar Filing: SMITH INTERNATIONAL INC - Form 4

**Signature of Reporting Person

Page 4

^{**} 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.