

SMITH INTERNATIONAL INC
 Form 4
 December 20, 2004

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 *
 ROCK DOUGLAS L

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)
 C/O SMITH INTERNATIONAL INC, PO BOX 60068
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 COB, CEO, President & COO

HOUSTON, TX 77205

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/16/2004 | | M | | 57,600 A \$ 23.5 | 307,600 | D |
| Common Stock | 12/16/2004 | | S | | 6,000 D \$ 56.75 | 301,600 | D |
| Common Stock | 12/16/2004 | | S | | 1,200 D \$ 56.8 | 300,400 | D |
| Common Stock | 12/16/2004 | | S | | 400 D \$ 56.86 | 300,000 | D |
| Common Stock | 12/16/2004 | | S | | 100 D \$ 57.13 | 299,900 | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------|---------|---|
| Common Stock | 12/16/2004 | S | 1,000 | D | \$ 57.11 | 298,900 | D |
| Common Stock | 12/16/2004 | S | 48,900 | D | \$ 57.1 | 250,000 | D |
| Common Stock | 12/17/2004 | M | 22,900 | A | \$ 23.5 | 272,900 | D |
| Common Stock | 12/17/2004 | M | 40,141 | A | \$ 34.53 | 313,041 | D |
| Common Stock | 12/17/2004 | M | 180,800 | A | \$ 30.75 | 493,841 | D |
| Common Stock | 12/17/2004 | S | 900 | D | \$ 56.9 | 492,941 | D |
| Common Stock | 12/17/2004 | S | 49,600 | D | \$ 56.35 | 443,341 | D |
| Common Stock | 12/17/2004 | S | 18,841 | D | \$ 56.32 | 424,500 | D |
| Common Stock | 12/17/2004 | S | 75,000 | D | \$ 56.25 | 349,500 | D |
| Common Stock | 12/17/2004 | S | 24,500 | D | \$ 56.21 | 325,000 | D |
| Common Stock | 12/17/2004 | S | 75,000 | D | \$ 56.2 | 250,000 | D |

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.

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(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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 56.26 | 12/07/2004 | | A | 43,000 | (1) 12/07/2014 | Common Stock |

| | | | | | | | |
|--------------------------------------|----------|------------|---|---------|----------------|------------|--------------|
| Employee Stock Option (right to buy) | \$ 23.5 | 12/16/2004 | M | 57,600 | 12/04/2004 | 12/04/2011 | Common Stock |
| Employee Stock Option (right to buy) | \$ 23.5 | 12/17/2004 | M | 22,900 | 12/04/2004 | 12/04/2011 | Common Stock |
| Employee Stock Option (right to buy) | \$ 34.53 | 12/17/2004 | M | 40,141 | ⁽²⁾ | 12/03/2007 | Common Stock |
| Employee Stock Option (right to buy) | \$ 30.75 | 12/17/2004 | M | 180,800 | ⁽³⁾ | 12/05/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROCK DOUGLAS L C/O SMITH INTERNATIONAL INC PO BOX 60068 HOUSTON, TX 77205 | X | | COB, CEO, President & COO | |

Signatures

/s/ Douglas L.
Rock 12/20/2004

**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) The option vests in four equal annual installments beginning on December 7, 2005.
- (2) The option vested in four equal installments on Dec. 3, 1998, 1999, 2000 and 2001.
- (3) The option vested in four equal installments on Dec. 5, 2001, 2002, 2003 and 2004.

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.