

SMITH INTERNATIONAL INC

Form 4

November 04, 2002

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| OMB APPROVAL |
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**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).

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|---|---|---|
| <p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>NEELY, JERRY W</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>SMITH INTERNATIONAL, INC. (SII)</p> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <p>545-44-9388</p> |
| <p>411 N. Sam Houston Pkwy., Ste. 600</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Houston, TX 77060</p> <p><i>(City) (State) (Zip)</i></p> | <p>4. Statement for Month/Day/Year</p> <p>October 31, 2002</p> | <p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> |
| <p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> | <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> | |

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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 I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|--|---|--|---|--|--|---|
| | | | Code V | Amount | (A) or (D) Price | | |
| Common Stock | 09-14-88 | | A | 21 | A | D | |
| Common Stock | 08-03-90 | | S | 44,398 (1) | D | D | |
| Common Stock | 05-08-02 | | A v | 400 | A | 252,434 (2) | D |
| Common Stock | 10-31-02 | | W | 39,911 | A | 345,383 (3) | I By Wife |
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

| 6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|--|---|--|--|--|--|
|--|---|--|--|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|------------------|-----------------|-------|----------------------------|--|
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Explanation of Responses:

- (1) Open Market sale within reporting person's self-directed IRA.
- (2) On March 15, 1988, 74,398 shares previously owned through the Smith International, Inc. 401(k) plan were rolled over into a self-directed IRA. On June 20, 2002, the common stock of Smith International, Inc. split 2-for-1, resulting in the reporting person's acquisition of 126,217 additional shares of common stock.
- (3) On June 20, 2002, the common stock of Smith International, Inc. split 2-for-1, resulting in the reporting person's deemed acquisition of 152,736 additional shares of common stock.

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|--|--|
| /s/ JERRY W. NEELY <hr style="width: 100%;"/> | October 31, 2002 <hr style="width: 100%;"/> |
| **Signature of Reporting Person | Date |

** 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.