

SMITH INTERNATIONAL INC
 Form 4
 March 02, 2005

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 *
CARROLL LOREN K

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 Earliest Transaction (Month/Day/Year)
02/28/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

C/O SMITH INTERNATIONAL INC, PO BOX 60068

(Street)

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

HOUSTON, TX 77205

(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	(A) or (D)	Price
Common Stock	02/28/2005		M		7,500	A	\$ 30.75
Common Stock	02/28/2005		M		42,500	A	\$ 34.53
Common Stock	02/28/2005		S		300	D	\$ 65.25
Common Stock	02/28/2005		S		3,500	D	\$ 65.35
Common Stock	02/28/2005		S		1,200	D	\$ 65.5

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Common Stock	02/28/2005	S	1,300	D	\$ 65.51	85,200	D
Common Stock	02/28/2005	S	200	D	\$ 65.58	85,000	D
Common Stock	02/28/2005	S	1,000	D	\$ 65.6	84,000	D
Common Stock	02/28/2005	S	1,100	D	\$ 65.6	82,900	D
Common Stock	02/28/2005	S	6,000	D	\$ 65.61	76,900	D
Common Stock	02/28/2005	S	700	D	\$ 65.62	76,200	D
Common Stock	02/28/2005	S	600	D	\$ 65.65	75,600	D
Common Stock	02/28/2005	S	5,400	D	\$ 65.67	70,200	D
Common Stock	02/28/2005	S	900	D	\$ 65.68	69,300	D
Common Stock	02/28/2005	S	1,900	D	\$ 65.69	67,400	D
Common Stock	02/28/2005	S	1,700	D	\$ 65.7	65,700	D
Common Stock	02/28/2005	S	2,000	D	\$ 65.71	63,700	D
Common Stock	02/28/2005	S	1,900	D	\$ 65.72	61,800	D
Common Stock	02/28/2005	S	1,500	D	\$ 65.73	60,300	D
Common Stock	02/28/2005	S	2,200	D	\$ 65.74	58,100	D
Common Stock	02/28/2005	S	2,100	D	\$ 65.75	56,000	D
Common Stock	02/28/2005	S	900	D	\$ 65.76	55,100	D
Common Stock	02/28/2005	S	1,100	D	\$ 65.77	54,000	D
Common Stock	02/28/2005	S	2,900	D	\$ 65.81	51,100	D
Common Stock	02/28/2005	S	1,300	D	\$ 65.82	49,800	D
	02/28/2005	S	500	D		49,300	D

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Common Stock					\$ 65.83		
Common Stock	02/28/2005	S	600	D	\$ 65.86	48,700	D
Common Stock	02/28/2005	S	200	D	\$ 65.88	48,500	D
Common Stock	02/28/2005	S	4,500	D	\$ 65.9	44,000	D
Common Stock	02/28/2005	S	800	D	\$ 65.99	43,200	D

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

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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 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 30.75	02/28/2005		M	7,500	12/05/2004	12/05/2010	Common Stock	7,500
Common Stock	\$ 34.53	02/28/2005		M	42,500	12/03/2001	12/03/2007	Common Stock	42,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL LOREN K C/O SMITH INTERNATIONAL INC PO BOX 60068 HOUSTON, TX 77205	X		Executive Vice President	

Signatures

/s/ Loren K.
Carroll

03/01/2005

__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).

Remarks:

Form 4 - 1 of 2. The reporting person engaged in sales of common stock on Feb. 28, 2005, which are reported on two Form 4's.

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.