

SMITH INTERNATIONAL INC

Form 5

March 24, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
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response... 1.0

1. Name and Address of Reporting Person *

GIBBS JAMES R

2. Issuer Name **and** Ticker or Trading
SymbolSMITH INTERNATIONAL INC
[SII]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)C/O VERITAS DGC, 10300
TOWN PARK DR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77072

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or Amount (D)	Price				
Common Stock	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004	10,592	D	12/31/2004
Common Stock	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004	1,000	I	By Wife
Common Stock	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004	12/31/2004	800	I	By Trust

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	Â	01/28/1999	Â	A4 <u>(2)</u>	12,000 <u>(3)</u>	Â Â <u>(4)</u> Â <u>(4)</u>	Common Stock	12,000 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBBS JAMES R C/O VERITAS DGC 10300 TOWN PARK DR HOUSTON, TX 77072	Â X	Â	Â	Â

Signatures

/s/ James R.
Gibbs

03/23/2005

**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).

- (1) Each restricted stock unit represents a contingent right to receive one share of SII common stock at \$1.00 per share.
- (2) The reporting person was granted the restricted stock award in connection with the termination of the Directors' Retirement Plan of the registrant.
- (3) This number has been adjusted to reflect a 2-for-1 stock split of the registrant's common stock on June 20, 2002.
- (4) The units will vest on the date the reporting person last serves as a director provided that he has served for 10 years in such capacity, or upon his earlier death or change of control of the registrant while he is a director.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.