SMITH WILLIAM W JR

Form 4

February 13, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

obligations may continue.

See Instruction

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 esponse... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH WILLIAM W JR			-	2. Issuer Name and Ticker or Trading Symbol SMITH MICRO SOFTWARE INC			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			l	[SMSI]					**	
	(Last)	(First) (N	Middle) 3	3. Date of	Earliest T	ransaction		_X_ Director		% Owner
51 COLUMBIA				(Month/Day/Year) 02/11/2013			X Officer (give title Other (specify below) President & CEO			
(Street)			۷	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
ALISO VIEJO, CA 92656				Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Sec	curities Acq	uired, Disposed o	of, or Beneficia	ally Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any	Execution Date, if		4. Securities or(A) or Dispo (Instr. 3, 4 ar	sed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4) Code V Amount Price Common 02/11/2013 A 300,000 A \$0 1,233,511 D Stock (1) Common 16,899 02/13/2013 D D \$0 1,216,612 D Stock (2) The

William W. Smith Jr. Revocable Trust

Common Stock

Common

Stock

24,000 D (3)

Ι

1,827,115

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Titla			
						Exercisable	Date	11116			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

SMITH WILLIAM W JR 51 COLUMBIA

X President & CEO

ALISO VIEJO, CA 92656

Signatures

Diane Gulling, Attorney in Fact for William W. Smith, Jr.

02/13/2013

**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).
- Restricted Stock vests over 48 months. 50% of the shares are based on 2012 performance and vest evenly, monthly over 48 months. 50% (1) are based on 2013 performance with 25% vesting approximately March 2014 and the remainder evenly, monthly, over the next 36
- (1) are based on 2013 performance with 25% vesting approximately March 2014 and the remainder evenly, monthly, over the next 36 months.
- (2) The shares represent a portion of a performance-based restricted stock award that were forfeited upon reporting of the company's fiscal 2012 financial results.
- (3) Held in the William W. Smith, Jr. IRA

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.

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