

SMITH WILLIAM W JR  
Form 4  
February 13, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SMITH WILLIAM W JR

2. Issuer Name and Ticker or Trading Symbol  
SMITH MICRO SOFTWARE INC [SMSI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
51 COLUMBIA  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2013

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

ALISO VIEJO, CA 92656

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  | (A) or (D)   | Price   |                  |  |
| Common Stock <sup>(1)</sup>     | 02/11/2013                           |  | A                              |   | 300,000   | A  | \$ 0 1,233,511  | D                |  |
| Common Stock                    | 02/13/2013                           |  | D                              |   | 16,899 <sup>(2)</sup>   | D  | \$ 0 1,216,612  | D                |  |
| Common Stock                    |                                      |  |                                |   |   |  | 1,827,115   | I                | The William W. Smith Jr. Revocable Trust |
| Common Stock                    |                                      |  |                                |   |   |  | 24,000  | D <sup>(3)</sup> |  |

## Edgar Filing: SMITH WILLIAM W JR - Form 4

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

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SEC 1474  
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| <div style="display: flex; justify-content: flex-end; align-items: center;"> <span style="margin-right: 20px;">Date Exercisable</span> <span style="margin-right: 20px;">Expiration Date</span> <span style="margin-right: 20px;">Title</span> <span style="margin-right: 20px;">Amount or Number of Shares</span> </div> |  |                                      |  |                                |   |  |   |  |   |
|   |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| SMITH WILLIAM W JR<br>51 COLUMBIA<br>ALISO VIEJO, CA 92656 | X             |           | President & CEO |       |

## 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).
- (1) Restricted Stock vests over 48 months. 50% of the shares are based on 2012 performance and vest evenly, monthly over 48 months. 50% 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.