

SMITH & WESSON HOLDING CORP

Form 4

March 10, 2015

FORM 4UNITED 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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Mark Peter

2. Issuer Name **and** Ticker or Trading
Symbol
SMITH & WESSON HOLDING
CORP [SWHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2100 ROOSEVELT AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See remarks.

SPRINGFIELD, MA 01104

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/09/2015		M	6,666 A	\$ 3.57 47,671	D	
Common Stock	03/09/2015		M	8,000 A	\$ 7.98 55,671	D	
Common Stock	03/09/2015		M	8,333 A	\$ 4.54 64,004	D	
Common Stock	03/09/2015		S ⁽¹⁾	22,999 D	\$ 14.0906 41,005	D	
Common Stock	03/09/2015		S ⁽¹⁾	8,150 D	\$ 14.091 32,855	D	

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.57	03/09/2015		M	6,666	<u>(4)</u> 07/12/2021	Common Stock	6,666
Employee Stock Option (Right to Buy)	\$ 7.98	03/09/2015		M	8,000	<u>(5)</u> 04/24/2022	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 4.54	03/09/2015		M	8,333	<u>(6)</u> 01/04/2022	Common Stock	8,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Mark Peter 2100 ROOSEVELT AVENUE SPRINGFIELD, MA 01104			See remarks.	

Signatures

Robert J. Cicero, as
Attorney-in-Fact

03/10/2015

__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) The shares were sold pursuant to a 10b5-1 Sales Plan dated December 23, 2013, as amended March 17, 2014.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.28, inclusive. The reporting person undertakes to provide to Smith & Wesson Holding Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.27, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) One-third of the total number of options granted on July 12, 2011 vested and became exercisable on each of the first, second, and third anniversary of the date of grant.
- (4) One-third of the total number of options granted on April 24, 2012 vested or shall vest and became or shall become exercisable on each of the first, second, and third anniversary of the date of grant.
- (5) One-third of the total number of options granted on January 4, 2012 vested and became exercisable on each of the first, second, and third anniversary of the date of grant.
- (6)

Remarks:

The reporting person is the VP Manufacturing and Supply Chain Management.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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