

SMITH & WESSON HOLDING CORP

Form 4

April 29, 2015

FORM 4**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).

**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 *
Debney P. James

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)
04/27/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

SPRINGFIELD, MA 01104

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/27/2015		F	(A) or (D) D	Amount 5,633 (1) Price \$ 14.94	260,752	D
Common Stock	04/29/2015		A	(A) or (D) A	Amount 44,000 (2) Price \$ 0	304,752	D
Common Stock	04/29/2015		F	(A) or (D) D	Amount 5,254 (1) Price \$ 14.9	299,498	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

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
Performance Rights	(3)	04/29/2015		A	96,000	(3) 05/01/2019	Common Stock	96,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Debney P. James 2100 ROOSEVELT AVENUE SPRINGFIELD, MA 01104	X		President and CEO	

Signatures

Robert J. Cicero, as
attorney-in-fact

04/29/2015

__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) Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations associated with the vesting of restricted stock units.
- (2) One-quarter of the restricted stock units shall vest on each of the first, second, third, and fourth anniversaries of May 1, 2015. Shares, net of tax withholding, will be delivered on each anniversary of the applicable vesting date.
- Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights vest
- (3) based on stock performance over a three-year performance period, and shares, net of tax withholding, will be delivered on the first anniversary of the vesting date. The number represents the maximum number of shares that may be delivered pursuant to the award.

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.