SMITH INTERNATIONAL INC
Form 11-K
June 24, 2010

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

FORM 11-K

(Mark One)

þ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)**

For the fiscal year ended December 31, 2009

OR

o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)**

For the transition period from __________ to __________

Commission File Number 1-8514

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

GREYBULL RETIREMENT PLAN
P.O. BOX 42842
HOUSTON, TX 77242-2842

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Smith International, Inc.
1310 Rankin Road
Houston, Texas 77073

GREYBULL RETIREMENT PLAN
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Administrative Committee of the
Greybull Retirement Plan:

We have audited the accompanying statements of net assets available for benefits of the Greybull Retirement Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Administrative Committee. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by the Administrative Committee, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Administrative Committee. Such supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic 2009 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ DELOITTE & TOUCHE, LLP
Houston, Texas
June 23, 2010

GREYBULL RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS:		
Investments, at fair value	$ 3,071,941	$ 2,655,982
Receivables		
Company contributions	4,094	8,702
Participant contributions	5,302	10,082
Total receivables	9,396	18,784
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,081,337	$ 2,674,766

The accompanying notes are an integral part of these financial statements.

GREYBULL RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2009

	2009
ADDITIONS:	
Investment income	
Interest and dividend income	$ 89,647
Net appreciation in fair value of investments (Note 7)	436,067
Net investment income	525,714
Company contributions	110,623
Participant contributions	153,974
Total additions	790,311
DEDUCTIONS:	
Benefit payments	370,267
Administrative expenses	13,473
Total deductions	383,740
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	406,571
NET ASSETS AVAILABLE FOR BENEFITS AT:	
BEGINNING OF YEAR	2,674,766
END OF YEAR	$ 3,081,337

The accompanying notes are an integral part of this financial statement.

GREYBULL RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT PLAN PROVISIONS

The following description of the Greybull Retirement Plan (the Plan) provides only general information about the Plan s provisions in effect for the Plan year ended December 31, 2009. Participants should refer to the Plan document for a more complete explanation of the Plan s provisions.

General and Eligibility

The Plan consists of a prototype 401(k) savings plan which has been adopted as a defined contribution plan by M-I L.L.C. (the Company). The Company is a majority-owned subsidiary of Smith International, Inc. (Smith). The Plan is operated for the sole benefit of the union employees of the Company s U.S. operations and their beneficiaries and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).
Participation in the Plan may commence on the first day of the month following a 60 day waiting period from the date of hire. There is no minimum age requirement under the Plan.

Administration and Trustee

The Company is the plan administrator and sponsor of the Plan as defined under ERISA. The Plan s operations are monitored by an administrative committee (the Administrative Committee) which is comprised of officers and employees of the Company or of Smith. Vanguard Fiduciary Trust Company (Vanguard Trust or the Trustee) is the trustee of all investments held by the Plan.

Contributions

The Plan allows participants to contribute a percentage of their compensation, as defined by the Plan, subject to certain limitations of the Internal Revenue Code of 1986, as amended (the Code). The Company makes basic and matching contributions to each participant s account under the Plan. Participants are eligible to receive a basic contribution equal to three percent of qualified compensation. The matching contribution is equal to 50% of the participant s elective contribution, and is not to exceed 2% of the participant s compensation.

Vesting

Participants are fully vested in their contributions and related earnings and vest in Company contributions and related earnings at the rate of 20 percent for each year of service. Upon death, termination of employment by reason of total or permanent disability or retirement from the Company upon reaching the normal retirement age of 65, participants become fully vested in Company contributions and related earnings.

Investment Options

Participants have the option of investing their contributions and the Company s basic, matching and discretionary contributions among one or all of the available investments, including Smith common stock, 22 registered investment company funds and a common/collective trust offered by the Vanguard Group of Investment Companies. Participants may transfer some or all of the balances out of any fund into one or any combination of the other funds, including Smith common stock, at any time, subject to certain limitations.

Administrative Expenses

The Plan is responsible for its administrative expenses. The Company may elect to pay administrative expenses from the forfeitures of the Plan or pay expenses on behalf of the Plan.

Plan Termination

The Company intends for the Plan to be permanent; however, in the event of termination, partial termination or discontinuance of contributions under the Plan, the total balances of all participants shall become fully vested.

During the plan year the Plan experienced a partial-termination. As a result, the Plan Sponsor was required to fully vest the accounts of certain participants. The Plan Sponsor will continue to monitor the situation to determine if further action is required.

Loans

Participants may borrow from their accounts no more than once annually, subject to terms specified by the Plan document. The Plan permits participants to borrow the lesser of $50,000 or 50 percent of their vested account balances in the Plan. These loans bear interest at prime and are repaid through payroll withholdings over a period not to exceed five years, except for qualifying loans to purchase a primary residence which may be repaid over an extended period.

Distributions, Withdrawals and Forfeitures

A participant may elect to receive benefit payments through any one of the several methods provided by the Plan upon termination or retirement. The Plan also provides for hardship distributions to participants with immediate and significant financial needs, subject to authorization by Plan management and limited to the participant s vested account balance.

In the event that a participant terminates employment with the Company, the participant s vested balances will be distributed in accordance with the Plan s distribution provisions including, when applicable, the participant s distribution election. Any unvested Company contributions and related earnings/losses are forfeited if participants do not return to the Company within 60 months of their termination. During 2009, forfeitures of $7,520 and $11,265 were used to reduce the Company s contributions and pay Plan expenses, respectively. Forfeitures available at December 31, 2009 and 2008, totaled $1,155 and $8,651, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accounts of the Plan are maintained on the cash basis of accounting. For financial reporting purposes, however, the financial statements have been converted to an accrual basis in accordance with accounting principles generally accepted in the United States of America.

Recent Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) established that the Accounting Standards Codification (the Codification) will be the single official source of authoritative U.S. generally accepted accounting principles, except for rules and interpretive releases of the Securities and Exchange Commission (SEC), which are sources of authoritative guidance for SEC registrants. The new Codification standards were effective for 2009.

In 2009, FASB Staff Position 157-4, *Disclosures Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP), was issued and later codified into ASC 820, which expanded disclosures and required that major category for debt and equity securities in the fair value hierarchy table be determined on the basis of the nature and risks of the investments.

In September 2009, the FASB issued ASU No. 2009-12, *Fair Value Measurements and Disclosures: Investments in Certain Entities That Calculate Net Asset per Share (or Its Equivalent)* (ASU 2009-12), which amended ASC Subtopic 820-10, *Fair Value Measurements and Disclosures Overall*. ASU No. 2009-12 is effective for the first reporting period ending after December 15, 2009. ASU No. 2009-12 expands the required disclosures for certain investments with a reported net asset value (NAV). ASU No. 2009-12 permits, as a practical expedient, an entity holding investments in certain entities that calculate net asset value per share or its equivalent for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that net asset value per share or its equivalent without adjustment. The ASU requires enhanced disclosures about the nature and risks of investments within its scope. Such disclosures include the nature of any restrictions on an investor s ability to redeem its investments at the measurement date, any unfunded commitments, and the investment strategies of the investee. The Plan has adopted ASU No. 2009-12 on a prospective basis for the year ended December 31, 2009. Adoption did not have a material impact on the fair value determination and disclosure of applicable investments. The effect of the adoption of the ASU had no impact on the statements of net assets available for benefits and statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition

The Plan s investments are stated at fair value. Registered investment company funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. The common/collective trust, which contains fully benefit-responsive investment contracts, is stated at fair value based on the value of the underlying investments and is expressed in units and is then adjusted by the issuer to contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. The Company determined that the difference between contract value and fair value of its common/collective trust was not material to the Plan s financial position. There are no reserves against contract value for credit risk of the contract issue or otherwise. The crediting interest rates were 3.3 percent and 4.6 percent at December 31, 2009 and 2008, respectively. The average yield for the year ended December 31, 2009 was 3.2 percent. The Smith common stock fund is valued at its year-end unit closing price (computed by dividing the sum of (i) the year-end market price plus (ii) the uninvested cash position, by the total number of member units). Participant loans are valued at cost which approximates fair value.

Purchases and sales of Plan investments are recorded as of the trade date. The net appreciation or depreciation in the fair value of investments reflected in the accompanying statement of changes in net assets available for benefits includes realized, as well as unrealized, gains or losses on investments. The net change in realized gains and losses on sales are determined using the actual purchase and sale price of the related investments. The net changes in unrealized gains and losses are determined using the fair values as of the beginning of the year or the purchase price if acquired since that date.

Participant Account Valuation

The Plan provides that net changes in unrealized appreciation and depreciation and gains and losses upon sale are allocated daily to the individual participant s account. The net changes, unrealized and realized, in a particular investment fund are allocated in proportion to the respective participant s account balance in each fund, after reducing the participant s account for distributions, if any.

Dividend and interest income from investments is reported as earned on an accrual basis in the statement of changes in net assets available for benefits and is allocated to participants accounts based upon each participant s proportionate share of assets in each investment fund.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Administrative Committee to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

1. FAIR VALUE MEASUREMENTS

The Plan adopted applicable accounting guidance, which establishes a fair value hierarchy and divides fair value measurement into three broad levels: Level 1 is comprised of active-market quoted prices for identical instruments; Level 2 is comprised of market-based data obtained from independent sources; and Level 3 is comprised of non-market based estimates which reflect the best judgment of the Administrative Committee. The following table sets forth, by level within the fair value hierarchy, the Plan s investments at fair value as of December 31, 2009:

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Balanced Funds (Stocks and Bonds)	$ 2,025,585	$	$	$ 2,025,585
Domestic Stock Funds	474,139			474,139
Participant Loans			243,787	243,787
International Stock Funds	117,093			117,093
Bond Funds	110,223			110,223
Money Market Fund	77,702			77,702
Smith International, Inc. Common Stock Fund		23,412		23,412
	$ 2,804,742	$ 23,412	$ 243,787	$ 3,071,941

The table below sets forth a summary of changes in fair value of the Plan s Level 3 Participant Loan investments for the year ended December 31, 2009:

Balance at Beginning of Year	$ 277,718
Loan Repayments	(79,467)
Loan Withdrawals	45,536
Balance at End of Year	$ 243,787

4. FEDERAL INCOME TAX STATUS

The plan relies on the opinion letter dated March 31, 2008 for the Vanguard Prototype Non-standardized Profit Sharing Plan with Cash or Deferred Arrangement (CODA), in which the IRS stated that the form of the Plan is acceptable under the Internal Revenue Code. The Administrative Committee believes the Plan, as amended, is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, the Administrative Committee believes that the Plan is qualified and the related trust was tax-exempt as of the financial statement date.

5. RISKS AND UNCERTAINTIES

The Plan provides for various investments in registered investment company funds, a common/collective trust and Smith common stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values and concentrations of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statement of net assets available for Plan benefits. The allocation of total Plan investments by type at December 31 is as follows:

	2009	2008
Balanced Funds (Stocks and Bonds)	65.9%	62.4%
Domestic Stock Funds	15.5	14.2
Participant Loans	7.9	10.4
International Stock Funds	3.8	2.9
Bond Funds	3.6	5.9
Money Market Fund	2.5	2.3
Retirement Savings Trust		1.3
Smith International, Inc. Common Stock Fund	0.8	0.6
	100.0%	100.0%

6. RELATED-PARTY TRANSACTIONS

The Plan invests in shares of common stock of Smith. As Smith is the majority owner of the sponsor, these transactions qualify as party-in-interest transactions. In addition, the Plan invests in shares of registered investment company funds and a common/collective trust fund managed by the Vanguard Group, an affiliate of Vanguard Trust. As Vanguard Trust is the Trustee of the Plan, these transactions qualify as party-in-interest transactions.

7. INVESTMENTS

Individual investments, which exceed five percent of net assets available for Plan benefits as of December 31, 2009 or December 31, 2008, are as follows:

	2009	2008
Vanguard Wellington Fund	$ 1,822,714	$ 1,508,842
Vanguard 500 Index Portfolio Fund	248,248	194,215
Participant Loans	243,787	277,718

During 2009, the Plan s investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2009
Balanced Funds	$ 308,290
Equity Funds	124,402
Smith International, Inc. Common Stock Fund	3,375
	$ 436,067

8. SUBSEQUENT EVENT

Schlumberger Limited Merger Agreement

On February 21, 2010, Smith, Schlumberger Limited (Schlumberger) and Turnberry Merger Sub, Inc., a wholly-owned subsidiary of Schlumberger, entered into an Agreement and Plan of Merger (the Merger Agreement), pursuant to which Turnberry Merger Sub, Inc. will merge with and into Smith, with Smith surviving as a wholly-owned subsidiary of Schlumberger, and each share of Smith common stock will be converted into the right to receive 0.6966 shares of Schlumberger common stock (the Merger). Completion of the Merger is subject to (i) approval of the Merger by the stockholders of Smith, (ii) applicable regulatory approvals, including the termination or expiration of the applicable waiting period (and any extensions thereof) under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and European Community merger regulations, and (iii) other customary closing conditions. In early April 2010, the parties received a request for additional information and documentary material, often referred to as a second request , from the Antitrust Division of the United States Department of Justice, which extends the waiting period under the Hart-Scott-Rodino Act.

Under the Merger Agreement, Smith agreed to conduct its business in the ordinary course while the Merger is pending, and, except as permitted under the Merger Agreement, to generally refrain from, among other things, acquiring new or selling existing businesses, incurring new indebtedness, repurchasing Smith shares, issuing new common stock or equity awards, or entering into new material contracts or commitments outside the normal course of business, without the consent of Schlumberger.

GREYBULL RETIREMENT PLAN
EIN: 76-0596553
FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Vanguard Group	Vanguard Wellington Fund	**	$ 1,822,714
*	Vanguard Group	Vanguard 500 Index Portfolio Fund	**	248,248
*	The Plan	Participant Loans (highest and lowest interest rates are 8.25% and 3.25%, respectively)	**	243,787
*	Vanguard Group	Vanguard PRIMECAP Fund	**	120,240
*	Vanguard Group	Vanguard International Growth Fund	**	117,093
*	Vanguard Group	Vanguard Target Retirement 2005 Fund	**	98,329
*	Vanguard Group	Vanguard Prime Money Market Fund	**	77,702
*	Vanguard Group	Vanguard Target Retirement 2035 Fund	**	77,087
*	Vanguard Group	Vanguard Total Bond Market Index Fund	**	57,486
*	Vanguard Group	Vanguard Windsor Fund	**	53,666
*	Vanguard Group	Vanguard Extended Market Index Fund	**	47,128
*	Vanguard Group	Vanguard Long-Term Investment Grade Fund	**	34,476
*	Smith International, Inc.	Smith International, Inc. Common Stock Fund	**	23,412
*	Vanguard Group	Vanguard Target Retirement 2015 Fund	**	16,920
*	Vanguard Group	Vanguard Long-Term Treasury Fund Investor Shares	**	10,351
*	Vanguard Group	Vanguard Intermediate-Term Fund Investor Shares	**	7,910
*	Vanguard Group	Vanguard Target Retirement 2030 Fund	**	6,028
*	Vanguard Group	Vanguard Explorer Fund	**	4,857
*	Vanguard Group	Vanguard Target Retirement 2050 Fund	**	1,946
*	Vanguard Group	Vanguard Target Retirement 2020 Fund	**	1,817
*	Vanguard Group	Vanguard Target Retirement 2045 Fund	**	744
*	Vanguard Group	Vanguard Retirement Savings Trust	**	
*	Vanguard Group	Vanguard Target Retirement Income	**	
*	Vanguard Group	Vanguard Target Retirement 2040 Fund	**	
*	Vanguard Group	Vanguard Target Retirement 2025 Fund	**	
		Total Investments		$ 3,071,941

* *Party-in-interest.*

** *Cost information is not required for participant-directed investments and, therefore, is not included*

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 23, 2010	GREYBULL RETIREMENT PLAN
	By: Administrative Committee for the Greybull Retirement Plan
	By: /s/ W. Frank Richter W. Frank Richter, Member
	By: /s/ Malcolm W. Anderson Malcolm W. Anderson, Member

EXHIBIT INDEX

Exhibit Number	Description
23.1	Consent of Independent Registered Public Accounting Firm