

Russell Frederick L. Jr.  
Form 3  
November 14, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Tall Cotton Partners, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O VIRGINIA CAPITAL PARTNERS,Â 1801 LIBBIE AVENUE, SUITE 201</p> <p>(Street)</p> <p>RICHMOND,Â VAÂ 23226</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/04/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SMITH MIDLAND CORP [SMID]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	567,363 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tall Cotton Partners, LLC C/O VIRGINIA CAPITAL PARTNERS 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226	^	^ X	^	^
Russell Frederick L. Jr. C/O VIRGINIA CAPITAL PARTNERS 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226	^	^ X	^	^
Virginia Capital II, LP 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226	^	^ X	^	^
Virginia Capital Partners II, LLC 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226	^	^ X	^	^
Virginia Capital Partners, LLC 1801 LIBBIE AVENUE, SUITE 201 RICHMOND, VA 23226	^	^ X	^	^

## Signatures

/s/ Frederick L. Russell, Jr., President of Virginia Capital Partners II, LLC, Manager of Tall Cotton Partners, LLC	11/14/2011
__Signature of Reporting Person	Date
/s/ Frederick L. Russell, Jr.	11/14/2011
__Signature of Reporting Person	Date
/s/ Frederick L. Russell, Jr., Manager of Virginia Capital Partners II, LLC, its General Partner	11/14/2011
__Signature of Reporting Person	Date
/s/ Frederick L. Russell, Jr., Manager	11/14/2011
__Signature of Reporting Person	Date
/s/ Frederick L. Russell, Jr., Manager	11/14/2011
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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)

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Shares are owned directly by Tall Cotton Partners, LLC ("TCP"). Virginia Capital II, LP ("VCP II LP") owns a majority of the voting interests in TCP, and Virginia Capital Partners II, LLC ("VCP II") is the sole manager of TCP. VCP II is the general partner of VCP II LP. Virginia Capital Partners, LLC ("VCP") is the sole owner of VCP II. Frederick L. Russell, Jr. controls VCP. None of VCP II LP, VCP II, VCP or Mr. Russell holds any shares of the issuer directly but may be deemed to indirectly beneficially own the shares of the issuer held by TCP. Each of the reporting persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.

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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