

Carpenter Rick  
Form 5  
February 10, 2012

# FORM 5

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

OMB APPROVAL

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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).  
Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL 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

|  |         |          |  |  |
|--|---------|----------|--|--|
| 1. Name and Address of Reporting Person *<br><b>Carpenter Rick</b> |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>SMITH MICRO SOFTWARE INC [SMSI]</b> | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)   |
| (Last)   | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><b>12/31/2011</b>            | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VP &amp; General Manager, Wireless</b> |
| 51 COLUMBIA<br><br>(Street)  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)   | 6. Individual or Joint/Group Reporting<br><br>(check applicable line)  |

ALISO VIEJO, CA 92656

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |                                   |
| Common Stock                    | 12/30/2011                           | Â  | D                              | (1) 1,971 \$ 8.05   | 132,794  | D  | Â                                 |

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

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SEC 2270 (9-02)

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Carpenter Rick - Form 5

| 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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

  

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| (A) (D)          |                 |       |                            |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |                                  |
|--|---------------|-----------|---------|----------------------------------|
|  | Director      | 10% Owner | Officer | Other                            |
| Carpenter Rick<br>51 COLUMBIA<br>ALISO VIEJO, CA 92656 | ^             | ^         | ^       | VP & General Manager, Wireless ^ |

## Signatures

Diane Gulling, Attorney in Fact for Rick Carpenter 02/10/2012

\_\_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) Mr. Carpenter's restricted share grant dated 08/17/2009 is subject to shares being withheld for the payment of income taxes. A total of 1,971 shares at an average price of \$8.05 have been withheld over the course of the grant to date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.