

SPERLING DAVID P
Form 4
December 14, 2005

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPERLING DAVID P

2. Issuer Name and Ticker or Trading Symbol
SMITH MICRO SOFTWARE INC [SMSI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
51 COLUMBIA, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2005

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

ALISO VIEJO, CA 92656

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/12/2005 | | M | | 3,750 A \$ 0.906 | 0 | D |
| Common Stock | 12/12/2005 | | M | | 6,250 A \$ 0.24 | 0 | D |
| Common Stock | 12/12/2005 | | M | | 15,000 A \$ 1.91 | 0 | D |
| Common Stock | 12/12/2005 | | S | | 25,000 D \$ 6.57 | 0 | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 0.906 | 12/12/2005 | | M | 3,750 | <u>(1)</u> 12/28/2010 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 0.24 | 12/12/2005 | | M | 6,250 | <u>(2)</u> 10/15/2012 | Common Stock | 6,250 |
| Employee Stock Option (right to buy) | \$ 1.91 | 12/12/2005 | | M | 15,000 | <u>(3)</u> 07/01/2014 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPERLING DAVID P 51 COLUMBIA SUITE 200 ALISO VIEJO, CA 92656 | | | CTO | |

Signatures

/s/ Diane Gulling, Attorney in Fact for David P. Sperling

12/14/2005

__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) 25% exercisable on 12/29/2001; balance exercisable in 36 successive equal monthly installments.
- (2) 25% exercisable on 10/16/2003; balance exercisable in 36 successive equal monthly installments.
- (3) 25% exercisable on 07/02/2005; balance exercisable in 36 successive equal monthly installments.

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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