

DRIL-QUIP INC

Form 4

November 28, 2006

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 *
SMITH GARY D

(Last) (First) (Middle)

13550 HEMPSTEAD HIGHWAY

(Street)

HOUSTON, TX 77040

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DRIL-QUIP INC [DRQ]

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

11/27/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Co-Chairman of the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/27/2006		S		3,100	D \$ 40.5	5,302,940 I
							See footnote (1)
Common Stock	11/27/2006		S		2,000	D \$ 40.51	5,300,940 I
							See footnote (1)
Common Stock	11/27/2006		S		1,000	D \$ 40.52	5,299,940 I
							See footnote (1)
Common Stock	11/27/2006		S		1,600	D \$ 40.53	5,298,340 I
							See footnote

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								<u>(1)</u>
Common Stock	11/27/2006	S	200	D	\$ 40.54	5,298,140	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	1,400	D	\$ 40.55	5,296,740	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	1,400	D	\$ 40.56	5,295,340	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	1,700	D	\$ 40.57	5,296,340	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	2,000	D	\$ 40.58	5,291,640	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	1,800	D	\$ 40.59	5,289,840	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	1,300	D	\$ 40.6	5,288,540	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	1,900	D	\$ 40.61	5,286,640	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	900	D	\$ 40.62	5,285,740	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	600	D	\$ 40.63	5,285,140	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	600	D	\$ 40.64	5,284,540	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	1,000	D	\$ 40.65	5,283,540	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	1,000	D	\$ 40.66	5,282,540	I	See footnote <u>(1)</u>
Common Stock	11/27/2006	S	300	D	\$ 40.67	5,282,240	I	See footnote <u>(1)</u>

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Common Stock	11/27/2006	S	1,200	D	\$ 40.68	5,281,040	I	See footnote (1)
Common Stock	11/27/2006	S	1,500	D	\$ 40.7	5,279,540	I	See footnote (1)
Common Stock	11/27/2006	S	500	D	\$ 40.71	5,279,040	I	See footnote (1)
Common Stock	11/27/2006	S	100	D	\$ 40.72	5,278,940	I	See footnote (1)
Common Stock	11/27/2006	S	100	D	\$ 40.73	5,278,840	I	See footnote (1)
Common Stock	11/27/2006	S	900	D	\$ 40.74	5,277,940	I	See footnote (1)
Common Stock	11/27/2006	S	1,000	D	\$ 40.75	5,276,940	I	See footnote (1)
Common Stock	11/27/2006	S	4,000	D	\$ 40.76	5,272,940	I	See footnote (1)
Common Stock	11/27/2006	S	1,400	D	\$ 40.77	5,271,540	I	See footnote (1)
Common Stock	11/27/2006	S	600	D	\$ 40.78	5,270,940	I	See footnote (1)
Common Stock	11/27/2006	S	700	D	\$ 40.79	5,270,240 ⁽²⁾	I	See footnote (1)

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Beneficial Owner Following Reportable Transaction (Instr. 6)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH GARY D 13550 HEMPSTEAD HIGHWAY HOUSTON, TX 77040	X	X	Co-Chairman of the Board	
Four Smiths CO LTD 13550 HEMPSTEAD HIGHWAY HOUSTON, TX 77040		X		

Signatures

/s/ Gary D. Smith	11/28/2006
<u> </u> **Signature of Reporting Person	Date
/s/ Gary D. Smith, Co-Managing General Partner, Four Smiths' Company, Ltd.	11/28/2006
<u> </u> **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) The shares of Common Stock sold were owned and sold directly by Four Smiths' Company, Ltd., and indirectly by Gary D. Smith as co-managing general partner of Four Smiths' Company, Ltd. The remaining shares of Common Stock are owned by Four Smiths' Company, Ltd. Mr. Smith disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (2) This is the first of three Forms 4 filed by the reporting person to report transactions that occurred on November 27, 2006. The three forms should be read together.

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.