

Lippincott Christopher G
 Form 4
 February 28, 2006

FORM 4

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

OMB APPROVAL

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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 *
 Lippincott Christopher G

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)
 02/24/2006

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 VP - Internet & Direct Sales

ALISO VIEJO, CA 92656

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/24/2006		M	A	4,167 \$ 0.24	0	D
Common Stock	02/24/2006		M	A	3,125 \$ 1.91	0	D
Common Stock	02/24/2006		S	D	7,292 \$ 8.5126	0	D

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

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number.

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.24	02/24/2006		M	4,167	⁽¹⁾ 10/15/2012	Common Stock	4,167
Employee Stock Option (right to buy)	\$ 1.91	02/24/2006		M	3,125	⁽²⁾ 07/01/2014	Common Stock	3,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lippincott Christopher G 51 COLUMBIA SUITE 200 ALISO VIEJO, CA 92656			VP - Internet & Direct Sales	

Signatures

/s/ Diane Gulling, Attorney in Fact for Christopher G. Lippincott

02/28/2006

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

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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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