

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BUCHANAN JEFFREY D</u> (Last) (First) (Middle) <u>2100 ROOSEVELT AVENUE</u> (Street) <u>SPRINGFIELD MA 01104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SMITH & WESSON HOLDING CORP [SWHC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. VP, CFO & Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/27/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/27/2015		F		1,813 ⁽¹⁾	D	\$14.94	98,331 ⁽²⁾⁽³⁾	D	
Common Stock	04/29/2015		A		26,000 ⁽⁴⁾	A	\$0.00	124,331 ⁽²⁾⁽³⁾	D	
Common Stock	04/29/2015		F		2,095 ⁽¹⁾	D	\$14.9	122,236 ⁽²⁾⁽³⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Rights	(5)	04/29/2015		A		60,000		(5)	05/01/2019	Common Stock	60,000	\$0.00	60,000	D	

Explanation of Responses:

- Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations associated with the vesting of restricted stock units.
- Since the date of the reporting person's last ownership report, he transferred to his ex-wife pursuant to a domestic relations order (i) 6,988 shares of common stock acquired by the reporting person pursuant to the Issuer's employee stock purchase plan; (ii) 21,417 shares of common stock issued to the reporting person pursuant to vested restricted stock units and 3,371 shares of common stock issuable to the reporting person pursuant to unvested restricted stock units; (iii) 10,811 shares of common stock issued to the reporting person pursuant to vested performance rights and 23,900 shares of common stock issuable to the reporting person pursuant to unvested performance rights; and (iv) options to purchase an aggregate of 159,493 shares of common stock. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- Includes 1,549 shares acquired under the Issuer's Employee Stock Purchase Plan on March 31, 2015.
- One-quarter of the restricted stock units shall vest on each of the first, second, third, and fourth anniversaries of May 1, 2015. Shares, net of tax withholding, will be delivered on each anniversary of the applicable vesting date.
- Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights vest based on stock performance over a three-year performance period, and shares, net of tax withholding, will be delivered on the first anniversary of the vesting date. The number represents the maximum number of shares that may be delivered pursuant to the award.

Remarks:

Robert J. Cicero, as attorney-in-fact 04/29/2015

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.