

**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>Smith Mark Peter</u>			2. Issuer Name and Ticker or Trading Symbol <u>SMITH &amp; WESSON HOLDING CORP [ SWHC ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) See remarks.	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/23/2014</u>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
<u>2100 ROOSEVELT AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	<u>SPRINGFIELD MA</u>	<u>01104</u>				
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/23/2014		M		3,333	A	\$4.59	45,320	D	
Common Stock	06/23/2014		M		8,334	A	\$4.54	53,654	D	
Common Stock	06/23/2014		M		8,000	A	\$7.98	61,654	D	
Common Stock	06/23/2014		s <sup>(1)</sup>		19,667	D	\$15.2979 <sup>(2)</sup>	41,987	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
Employee Stock Option (Right to Buy)	\$4.59	06/23/2014		M		3,333		(3)	05/03/2020	Common Stock	3,333	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$4.54	06/23/2014		M		8,334		(4)	01/04/2022	Common Stock	8,334	\$0.00	16,666	D	
Employee Stock Option (Right to Buy)	\$7.98	06/23/2014		M		8,000		(5)	04/24/2022	Common Stock	8,000	\$0.00	16,000	D	

**Explanation of Responses:**

- The shares were sold pursuant to a 10b5-1 Sales Plan dated December 23, 2013, as amended.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.13 to \$15.66, inclusive. The reporting person undertakes to provide to Smith & Wesson Holding Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- One-third of the total number of options granted on May 3, 2010 vested and became exercisable on each of the first, second, and third anniversary of the date of grant.
- One-third of the total number of options granted on January 4, 2012 vested or shall vest and became or shall become exercisable on each of the first, second, and third anniversary of the date of grant.
- One-third of the total number of options granted on April 24, 2012 vested or shall vest and became or shall become exercisable on each of the first, second, and third anniversary of the date of grant.

**Remarks:**

The reporting person is the VP Manufacturing and Supply Chain Management.

Robert J. Cicero, as attorney-in-fact 06/24/2014

\*\* 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.

