

**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>KELLY JOHN A</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 &amp; 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>CFO and Treasurer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2008</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	06/27/2008		S <sup>(1)(2)</sup>		300	D	\$5.46	55,763	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		200	D	\$5.45	55,563	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		700	D	\$5.36	54,863	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		4,300	D	\$5.3	50,563	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		500	D	\$5.29	50,063	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		500	D	\$5.28	49,563	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		500	D	\$5.27	49,063	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		1,000	D	\$5.26	48,063	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		2,500	D	\$5.25	45,563	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		500	D	\$5.21	45,063	D	
Common Stock	06/27/2008		S <sup>(1)(2)</sup>		1,333	D	\$5.2	43,730	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					

**Explanation of Responses:**

- The shares were sold pursuant to a 10b5-1 Sales Plan to cover taxes on the delivery of shares of common stock pursuant to restricted stock units.
- The reporting person's sale of the Issuer's common stock reported herein was matchable under section 16(b) of the Securities Exchange Act of 1934, to the extent of 5,000 shares, with the reporting person's purchase of 5,000 shares of the Issuer's common stock at prices per share between \$4.56 and \$4.81 on March 10, 2008. The reporting person has agreed to pay to the Issuer, upon settlement of the sale, \$3,071, representing the full amount of the profit realized in connection with the short-swing transaction.

**Remarks:**

John A. Kelly 06/30/2008

\*\* 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.