

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>Debney P. James</u> (Last) (First) (Middle) 2100 ROOSEVELT AVENUE (Street) SPRINGFIELD MA 01104 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/07/2016	
	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 <input type="checkbox"/> 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	03/07/2016		M		25,000	A	\$3.92	287,196	D	
Common Stock	03/07/2016		M		11,428	A	\$3.57	298,624	D	
Common Stock	03/07/2016		M		25,000	A	\$3.57	323,624	D	
Common Stock	03/07/2016		M		41,200	A	\$8.89	364,824	D	
Common Stock	03/07/2016		s ⁽¹⁾		102,128	D	\$26.1833 ⁽²⁾	262,696	D	
Common Stock	03/07/2016		s ⁽¹⁾		500	D	\$26.968 ⁽³⁾	262,196	D	
Common Stock	03/08/2016		M		13,572	A	\$3.57	275,768	D	
Common Stock	03/08/2016		M		92,133	A	\$8.89	367,901	D	
Common Stock	03/08/2016		s ⁽¹⁾		105,705	D	\$26.0807 ⁽⁴⁾	262,196	D	
Common Stock	03/09/2016		M		100,000	A	\$4.56	362,196	D	
Common Stock	03/09/2016		s ⁽¹⁾		100,000	D	\$27.45	262,196	D	
Common Stock	03/09/2016		s ⁽¹⁾		24,731	D	\$28.1	237,465	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$3.92	03/07/2016		M			25,000	(5)	08/02/2020	Common Stock	25,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$3.57	03/07/2016		M			11,428	(6)	07/12/2021	Common Stock	11,428	\$0.00	13,572	D	
Employee Stock Option (Right to Buy)	\$3.57	03/07/2016		M			25,000	(7)	07/12/2021	Common Stock	25,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$8.89	03/07/2016		M			41,200	(8)	09/26/2021	Common Stock	41,200	\$0.00	158,800	D	
Employee Stock Option (Right to Buy)	\$3.57	03/08/2016		M			13,572	(6)	07/12/2021	Common Stock	13,572	\$0.00	0	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$8.89	03/08/2016		M			92,133	(8)	09/26/2021	Common Stock	92,133	\$0.00	66,667	D	
Employee Stock Option (Right to Buy)	\$4.56	03/09/2016		M			100,000	(9)	11/09/2019	Common Stock	100,000	\$0.00	0	D	

Explanation of Responses:

- The shares were sold pursuant to a 10b5-1 Trading Plan dated December 17, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.95 to \$26.90, 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 (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.96 to \$26.98, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.95 to \$26.10, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- One-third of the total number of options granted vested and became exercisable on each of the first, second, and third anniversary of the August 2, 2010 date of grant.
- The total number of options granted vested and became exercisable on the first anniversary of the July 12, 2011 date of grant.
- One-third of the total number of options granted vested and became exercisable on each of the first, second, and third anniversary of the July 12, 2011 date of grant.
- One-third of the total number of options granted vested and became exercisable on the April 10, 2013 date of grant and one-third of the total number of options granted vested and became exercisable on each of September 26, 2013 and September 26, 2014.
- One-third of the total number of options granted vested and became exercisable on each of the first, second, and third anniversary of the November 9, 2009 date of grant.

Remarks:

Robert J. Cicero, as attorney-in-fact 03/09/2016

** 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.

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