

**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>SALTZ MITCHELL A</u>  (Last) (First) (Middle) 2100 ROOSEVELT AVENUE  (Street) SPRINGFIELD MA 01104  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2014	
	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	01/03/2014		M		10,000	A	\$1.68	16,034	D	
Common Stock	01/03/2014		M		10,000	A	\$5.31	26,034	D	
Common Stock	01/03/2014		M		10,000	A	\$4.44	36,034	D	
Common Stock	01/03/2014		M		10,000	A	\$5.79	46,034	D	
Common Stock	01/03/2014		M		10,000	A	\$3.69	56,034	D	
Common Stock	01/03/2014		M		10,000	A	\$2.65	66,034	D	
Common Stock	01/03/2014		S <sup>(1)</sup>		60,000	D	\$13.329 <sup>(2)</sup>	6,034	D	
Common Stock	01/03/2014		S <sup>(1)</sup>		5,000	D	\$13.4446 <sup>(3)</sup>	184,100 <sup>(4)</sup>	I	By Limited Partnership <sup>(5)</sup>

**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
Director Stock Option (Right to Buy)	\$1.68	01/03/2014		M			10,000	09/13/2004	09/13/2014	Common Stock	10,000	\$0.00	0	D	
Director Stock Option (Right to Buy)	\$5.31	01/03/2014		M			10,000	09/21/2005	09/21/2015	Common Stock	10,000	\$0.00	0	D	
Director Stock Option (Right to Buy)	\$4.44	01/03/2014		M			10,000	(6)	09/15/2018	Common Stock	10,000	\$0.00	0	D	
Director Stock Option (Right to Buy)	\$5.79	01/03/2014		M			10,000	(7)	09/14/2019	Common Stock	10,000	\$0.00	0	D	
Director Stock Option (Right to Buy)	\$3.69	01/03/2014		M			10,000	(8)	09/27/2020	Common Stock	10,000	\$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
Director Stock Option (Right to Buy)	\$2.65	01/03/2014		M			10,000	(9)	09/26/2021	Common Stock	10,000	\$0.00	0	D	

**Explanation of Responses:**

- The shares were sold pursuant to a 10b5-1 Sales Plan dated December 19, 2013.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.24 to \$13.64, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.28 to \$13.63, inclusive. The reporting person undertakes to provide to 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.
- The amount of securities beneficially owned by Stockbridge Enterprises, L.P. prior to the reported transaction included 5,000 shares previously reported as being held directly by the reporting person.
- The shares are held by Stockbridge Enterprises, L.P., of which the reporting person controls the investment decisions. Stockbridge Enterprises, L.P. is owned by a limited partnership in which the reporting person owns an indirect interest.
- 1/12th of the total number of options granted vested and became exercisable each month after the September 15, 2008 date of grant.
- 1/12th of the total number of options granted vested and became exercisable each month after the September 14, 2009 date of grant.
- 1/12th of the total number of options granted vested and became exercisable each month after the September 27, 2010 date of grant.
- 1/12th of the total number of options granted vested and became exercisable each month after the September 26, 2011 date of grant.

**Remarks:**

Robert J. Cicero, as attorney-in-fact 01/06/2013

\*\* 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.