Edgar Filing: SMITH GARY D - Form 4

Form 4 December 11											
									OMB AF	PROVAL	
FORM	4 UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Statement of 6 Filed pursuant to Sec Section 17(a) of the Pursuant 30(h) of				GES IN SECUR 6(a) of th	Expires: January 31, 2005 Estimated average burden hours per response 0.5						
(Print or Type R	Responses)										
1. Name and A SMITH GA	ddress of Reporting RY D	Person <u>*</u>	Symbol	r Name and)UIP INC		Tradin	g	5. Relationship of Issuer	Reporting Pers	son(s) to	
(Last)	(First) (1	Middle)		of Earliest Transaction				(Check all applicable)			
13550 HEMPSTEAD HIGHWAY (Moni 12/0				Day/Year) 006				X DirectorX 10% Owner X Officer (give title Other (specify below) Co-Chairman of the Board			
HOUSTON,	(Street) , TX 77040			endment, Da nth/Day/Year	-			6. Individual or Jo Applicable Line) Form filed by O _X_ Form filed by M Person	ne Reporting Per	son	
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Citle of curity2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	
Common Stock	12/07/2006			S	300	D	\$ 43.81	4,421,740 <u>(1)</u>	Ι	See footnote (2)	
Common Stock	12/07/2006			S	3,500	D	\$ 43.82	4,418,240	I	See footnote (2)	
Common Stock	12/07/2006			S	4,250	D	\$ 43.83	4,413,990	I	See footnote (2)	
Common Stock	12/07/2006			S	1,900	D	\$ 43.84	4,412,090	Ι	See footnote	

								(2)
Common Stock	12/07/2006	S	3,250	D	\$ 43.85	4,408,840	Ι	See footnote (2)
Common Stock	12/07/2006	S	5,287	D	\$ 43.86	4,403,553	Ι	See footnote (2)
Common Stock	12/07/2006	S	3,600	D	\$ 43.87	4,399,953	Ι	See footnote (2)
Common Stock	12/07/2006	S	1,713	D	\$ 43.88	4,398,240	Ι	See footnote (2)
Common Stock	12/07/2006	S	2,140	D	\$ 43.89	4,396,140	Ι	See footnote (2)
Common Stock	12/07/2006	S	3,400	D	\$ 43.9	4,392,700	Ι	See footnote (2)
Common Stock	12/07/2006	S	600	D	\$ 43.91	4,392,100	I	See footnote (2)
Common Stock	12/07/2006	S	1,400	D	\$ 43.92	4,390,700	I	See footnote (2)
Common Stock	12/07/2006	S	2,400	D	\$ 43.93	4,388,300	Ι	See footnote (2)
Common Stock	12/07/2006	S	17,300	D	\$ 43.94	4,371,000	Ι	See footnote (2)
Common Stock	12/07/2006	S	5,600	D	\$ 43.95	4,365,400	Ι	See footnote (2)
Common Stock	12/07/2006	S	2,100	D	\$ 43.96	4,363,300	Ι	See footnote (2)
Common Stock	12/07/2006	S	200	D	\$ 43.97	4,363,100	Ι	See footnote (2)
Common Stock	12/07/2006	S	400	D	\$ 43.98	4,362,700	Ι	See footnote (2)

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Common Stock	12/07/2006	S	1,800	D	\$ 43.99	4,360,900	I	See footnote (2)
Common Stock	12/07/2006	S	1,600	D	\$ 44	4,359,300	I	See footnote (2)
Common Stock	12/07/2006	S	1,200	D	\$ 44.01	4,358,100	I	See footnote (2)
Common Stock	12/07/2006	S	1,200	D	\$ 43.02	4,356,900	I	See footnote (2)
Common Stock	12/07/2006	S	200	D	\$ 44.06	4,356,700	I	See footnote (2)
Common Stock	12/07/2006	S	800	D	\$ 44.07	4,355,900	I	See footnote (2)
Common Stock	12/07/2006	S	1,700	D	\$ 44.08	4,354,200	I	See footnote (2)
Common Stock	12/07/2006	S	600	D	\$ 44.08	4,353,600	I	See footnote (2)
Common Stock	12/07/2006	S	400	D	\$ 44.1	4,353,200	I	See footnote (2)
Common Stock	12/07/2006	S	200	D	\$ 44.13	4,353,000	I	See footnote (2)
Common Stock	12/07/2006	S	300	D	\$ 44.15	4,352,700	I	See footnote (2)
Common Stock	12/07/2006	S	300	D	\$ 44.2	4,352,400	I	See footnote (2)

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
SMITH GARY D 13550 HEMPSTEAD HIGHWAY HOUSTON, TX 77040	Х	Х	Co-Chairman of	the Board
Four Smiths CO LTD 13550 HEMPSTEAD HIGHWAY HOUSTON, TX 77040		Х		
Signatures				
/s/ Gary D. Smith				12/11/2006
<u>**</u> Signature of	Reporting Pe	erson		Date
/s/ Gary D. Smith, Co-Managing G Company, Ltd.	12/11/2006			
<u>**</u> Signature of	Reporting Pe	erson		Date
E				

Explanation of Responses:

- * 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).
- (1) This is the second of two Forms 4 filed by the reporting person to report transactions that occurred on December 7, 2006. The two forms should be read together.

The shares of Common Stock sold were owned and sold directly by Four Smiths' Company, Ltd., and indirectly by Gary D. Smith as
 (2) co-managing general partner of Four Smiths' Company, Ltd. The remaining shares of Common Stock are owned by Four Smiths' Company, Ltd. Mr. Smith disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.