

SMITH GARY D  
Form SC 13G/A  
February 17, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 11)\***

Dril-Quip, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

262037 10 4

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 262037 10 4

**1 NAME OF REPORTING PERSON**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Gary D. Smith

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States of America

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

153,270

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

3,000,000

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

153,270

**8 SHARED DISPOSITIVE POWER**

**WITH**

3,000,000

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,153,270

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.0%

12 TYPE OF REPORTING PERSON

IN

2

CUSIP No. 262037 10 4

**1 NAME OF REPORTING PERSON**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Gloria Jean Smith

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)  x

(joint filing)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States of America

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

None  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**EACH**

3,000,000  
**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**WITH**

None  
**8 SHARED DISPOSITIVE POWER**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,000,000

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

*7.7%*

**12** TYPE OF REPORTING PERSON

IN

3

CUSIP No. 262037 10 4

**1 NAME OF REPORTING PERSON**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Four Smiths Company, Ltd.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Texas

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

3,000,000  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**EACH**

None  
**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**WITH**

3,000,000  
**8 SHARED DISPOSITIVE POWER**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

None

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

3,000,000

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.7%

12 TYPE OF REPORTING PERSON

PN

4



**Item 1.**

Item 1 (a) Name of Issuer:

Dril-Quip, Inc.

Item 1 (b) Address of Issuer's Principal Executive Offices:

13550 Hempstead Highway

Houston, Texas 77040

**Item 2.**

Item 2 (a) Name of Person(s) Filing:

Gary D. Smith, Gloria Jean Smith and Four Smiths Company, Ltd.

Item 2 (b) Address of Principal Business Office:

13550 Hempstead Highway

Houston, Texas 77040

Item 2 (c) Citizenship:

U.S. (Four Smiths Company, Ltd. is a limited partnership organized under the laws of the State of Texas)

Item 2 (d) Title of Class of Securities:

Common Stock

Item 2 (e) CUSIP Number:

262037 10 4

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
- (e)  Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)  Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g)  Parent holding company or control person, in accordance with § 240.13d-1(b)(ii)(G).
- (h)  Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned by Gary D. Smith:  
3,153,270<sup>(1)(2)</sup>
- (b) Percent of Class Beneficially Owned by Gary D. Smith:  
8.0%<sup>(1)(2)</sup>
- (c) Number of shares as to which Gary D. Smith has:
  - (i) Sole power to vote or to direct the vote:  
153,270<sup>(1)(2)</sup>
  - (ii) Shared power to vote or to direct the vote:  
3,000,000<sup>(2)</sup>
  - (iii) Sole power to dispose or to direct the disposition of:  
153,270<sup>(1)</sup>
  - (iv) Shared power to dispose or to direct the disposition:  
3,000,000<sup>(2)</sup>
- (d) Amount Beneficially Owned by Gloria Jean Smith:  
3,000,000<sup>(2)</sup>
- (e) Percent of Class Beneficially Owned by Gloria Jean Smith:  
7.7%<sup>(2)</sup>
- (f) Number of shares as to which Gloria Jean Smith has:
  - (i) Sole power to vote or to direct the vote:  
None
  - (ii) Shared power to vote or to direct the vote:  
3,000,000<sup>(2)</sup>
  - (iii) Sole power to dispose or to direct the disposition of:  
None
  - (iv) Shared power to dispose or to direct the disposition:  
3,000,000<sup>(2)</sup>
- (g) Amount Beneficially Owned by Four Smiths Company, Ltd.:  
3,000,000
- (h) Percent of Class Beneficially Owned by Four Smiths Company, Ltd.:  
7.7%
- (i) Number of shares as to which Four Smiths Company, Ltd. has:
  - (i) Sole power to vote or to direct the vote:  
3,000,000
  - (ii) Shared power to vote or to direct the vote:  
None
  - (iii) Sole power to dispose or to direct the disposition of:

3,000,000

(iv) Shared power to dispose or to direct the disposition:

None

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

Not Applicable

Explanation of Responses:

- (1) Includes (i) 1,110 shares of Common Stock owned directly by Mr. Smith and (ii) 152,160 shares of Common Stock subject to exercisable options.
- (2) Includes 3,000,000 shares of Common Stock owned directly by Four Smiths Company, Ltd., as to which each of Mr. Smith and Mrs. Smith, as its managing general partners, exercise shared voting and dispositive power. Because each of Mr. Smith and Mrs. Smith exercise shared voting and dispositive power with respect to these shares, they may be deemed to be indirect beneficial owners of these shares for purposes of Rule 13d-3.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2009

*/s/ Gary D. Smith*  
Gary D. Smith

*/s/ Gloria Jean Smith*  
Gloria Jean Smith

FOUR SMITHS COMPANY, LTD.

By: */s/ Gary D. Smith*  
Gary D. Smith,  
its Managing General Partner

FOUR SMITHS COMPANY, LTD.

By */s/ Gloria Jean Smith*  
Gloria Jean Smith,  
its Managing General Partner

AGREEMENT

The undersigned hereby agree in writing pursuant to the provisions of Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, that the Schedule 13G to which this Agreement is attached is filed on behalf of each of the undersigned.

Dated: February 17, 2009

/s/ Gary D. Smith  
Gary D. Smith

/s/ Gloria Jean Smith  
Gloria Jean Smith

FOUR SMITHS COMPANY, LTD.

By: /s/ Gary D. Smith  
Gary D. Smith,  
its Managing General Partner

FOUR SMITHS COMPANY, LTD.

By /s/ Gloria Jean Smith  
Gloria Jean Smith,  
its Managing General Partner