

SmartPros Ltd.
Form 4
May 30, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEINREICH JOSHUA

(Last) (First) (Middle)

**C/O SMARTPROS LTD., 12
SKYLINE DRIVE**

(Street)

HAWTHORNE, NY 10532

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SmartPros Ltd. [PED]

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	05/25/2007		S		5,000	D	\$ 5.01
Common Stock	05/25/2007		S		5,700	D	\$ 5
Common Stock	05/29/2007		S		2,000	D	\$ 5.17
Common Stock	05/29/2007		S		2,600	D	\$ 5.05
Common Stock	05/29/2007		S		1,100	D	\$ 5.01
							190,825
							185,125
							183,125
							180,525
							179,425

Edgar Filing: SmartPros Ltd. - Form 4

Common Stock	05/29/2007	S	15,000	D	\$ 5	164,425	D
Common Stock	05/29/2007	S	1,000	D	\$ 5.1	163,425	D
Common Stock	05/29/2007	S	100	D	\$ 5.02	163,325	D
Common Stock	05/30/2007	S	19,700	D	\$ 5	143,625	D
Common Stock	05/30/2007	S	100	D	\$ 5.02	143,525	D
Common Stock	05/30/2007	S	5,200	D	\$ 5.01	138,325	D

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.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to buy common stock	\$ 5.32					<u>(1)</u>	07/24/2011	Common Stock	9,306

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	X

WEINREICH JOSHUA
C/O SMARTPROS LTD.
12 SKYLINE DRIVE
HAWTHORNE, NY 10532

Signatures

/s/ Joshua
Weinreich

05/30/2007

__Signature of
Reporting Person

Date

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) Immediately.

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.