

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

13FCONP 2/13/08

FORM 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2007

Check here if Amendment []; Amendment Number: _____

This Amendment (Check only one):

- is a restatement.
- adds new holdings entries.

RECEIVED
NOV 15 2007
OFFICE OF THE SECRETARY

Institutional Investment Manager Filing this Report:

Name: Thomas W. Smith

Address: 323 Railroad Avenue Greenwich CT 06830
 (Street) (City) (State) (Zip)

Form 13F File Number: 028-04481

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Thomas W. Smith

Title: Investment Manager

Phone: 203-661-1200

CONFIDENTIAL TREATMENT EXPIRED

Signature, Place, and Date of Signing:

/s/ Thomas W. Smith
 [Signature]

Greenwich, CT
 [City, State]

November 14, 2007
 [Date]

PROCESSED

APR 02 2008

THOMSON FINANCIAL

Report Type (Check only one.):

- 13F HOLDINGS REPORT (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

13FCON

THOMSON FINANCIAL



FORM 13F INFORMATION TABLE

Confidential Treatment Requested

U.S. AUTO PARTS NETWORK, INC.	NAME OF ISSUER	COM	TITLE OF CLASS.	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE
				90343C100	17827	2046749	SH	CALL	Other	01	2046749

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
Form 13F Information Table Entry Total: 1
Form 13F Information Table Value Total: \$17,827 (thousands)

List of Other Included Managers:

<u>No.</u>	<u>Form 13F File No.:</u>	<u>Name:</u>
01	028-10290	Scott J. Vassalluzzo
_____	_____	_____
_____	_____	_____
_____	_____	_____

END