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

FORM 13F

FORM 13F COVER PAGE

99 10 9498

Report for the Calendar Year or Quarter Ended: March 31, 1999.

CONFIDENTIAL TREATMENT EXPIRED

Check here if Amendment [ ]; Amendment Number: _____

This Amendment (Check only one): [ ] is a restatement.
[ ] adds new holdings entries.

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:	28-1909			

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

Signature, Place, and Date of Signing:

Pursuant to the requirements of the Securities Exchange Act of 1934, the undersigned institutional investment manager has caused this report to be signed on its behalf in the City of Greenwich and State of CT on the 14th day of May, 1999

Thomas W. Smith
(Name of Institutional Investment Manager)

/s/ Thomas W. Smith
(Manual Signature of Person Duly Authorized to Submit This Report)

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[ ] 13F NOTICE.
[ ] 13F COMBINATION REPORT.

PROCESSED BY
AUG 21 2000
PRIMARK
CORPORATION

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1
Form 13F Information Table Entry Total:	35
Form 13F Information Table Value Total:	$882,148

CONFIDENTIAL INFORMATION HAS BEEN OMITTED FROM THE PUBLIC FORM 13F REPORT AND FILED SEPARATELY WITH THE COMMISSION.

List of Other Included Managers:

No.	Form 13F File No.:	Name:
01	28-3444	Thomas N. Tryforos
02		
03		
04		
05		

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS	VOTING AUTHORITY SOLE	SHARED	NONE
AIRGAS, INC.	COM	009363102	15	1778	SH		SOLE		1778		
AIRGAS, INC.	COM	009363102	27861	3326695	SH		OTHER	01	3326695		
COPART, INC.	COM	2172041061	18957	913600	SH		OTHER	01	913600		
CREDIT ACCEPTANCE CORP	COM	225310101	1394	245098	SH		SOLE		245098		
CREDIT ACCEPTANCE CORP	COM	225310101	23205	4080000	SH		OTHER	01	4080000		
CATALINA MARKETING	COM	148867104	3061	35640	SH		SOLE		35640		
CATALINA MARKETING	COM	148867104	72427	843400	SH		OTHER	01	843400		
CONCORD EFS	COM	206189102	69561	2523741	SH		OTHER	01	2523741		
CONSECO, INC.	COM	208464107	4144	134206	SH		SOLE		134206		
CONSECO, INC.	COM	208464107	74586	2415735	SH		OTHER	01	2415735		
FASTENAL CO.	COM	3119001044	34701	989700	SH		OTHER	01	989700		
FOREST LABORATORIES, INC.	COM	345838106	8067	143097	SH		SOLE		143097		
FOREST LABORATORIES, INC.	COM	345838106	102264	1814000	SH		OTHER	01	1814000		
IRON MOUNTAIN, INC.	COM	46284P104	26422	845500	SH		OTHER	01	845500		
LIFE TECHNOLOGIES	COM	532177201	12	300	SH		SOLE		300		
LIFE TECHNOLOGIES	COM	532177201	29176	756600	SH		OTHER	01	756600		
MACDERMID, INC.	COM	554273102	6	180	SH		SOLE		180		
MACDERMID, INC.	COM	554273102	62924	1854108	SH		OTHER	01	1854108		
MEDAPHIS CORP.	COM	584028104	147	60350	SH		SOLE		60350		
MEDAPHIS CORP.	COM	584028104	3741	1534627	SH		OTHER	01	1534627		
MEMBERWORKS INC.	COM	5860021070	18933	522300	SH		OTHER	01	522300		
OFFICE DEPOT INC.	COM	6762201068	3384	90400	SH		SOLE		90400		
PAXAR CORP.	COM	704227107	1026	137903	SH		SOLE		137903		
PAXAR CORP.	COM	704227107	26310	3537464	SH		OTHER	01	3537464		
PIERCE LEAHY CORP.	COM	720722107	4122	165711	SH		SOLE		165711		
PIERCE LEAHY CORP.	COM	720722107	43601	1752800	SH		OTHER	01	1752800		
PRE-PAID LEGAL SERVICES. INC.	COM	7400651007	3959	161572	SH		SOLE		161572		
PRE-PAID LEGAL SERVICES. INC.	COM	7400651007	49502	2020500	SH		OTHER	01	2020500		
SEI INVESTMENTS	COM	784117103	9348	101064	SH		SOLE		101064		
SEI INVESTMENTS	COM	784117103	132922	1437000	SH		OTHER	01	1437000		
SMITHFIELD FOODS	COM	832248108	522	23000	SH		SOLE		23000		
POSITION A	COM		3	100	SH		SOLE		100		
POSITION A	COM		14769	425000	SH		OTHER	01	425000		
WORLD ACCEPTANCE CORP.	COM	981419104	119	22150	SH		SOLE		22150		
WORLD ACCEPTANCE CORP.	COM	981419104	[illegible]	[illegible]	SH		OTHER	[illegible]	[illegible]		