

13F-UMP 8/14/00
CONFIDENTIAL TREATMENT

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

NON-PUBLIC

RPCD S.E.C
AUG 13 1999
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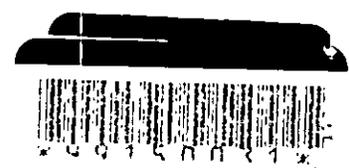
FORM 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 1999

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:

/s/ Thomas W. Smith
[Signature]
Greenwich, CT
[City, State]
August 13, 1999
[Date]

CONFIDENTIAL TREATMENT EXPIRES

PROCESSED
FEB 07 2003
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).)

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
Form 13F Information Table Entry Total: 38
Form 13F Information Table Value Total: \$989,230 (thousands)

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

List of Other Included Managers:

<u>No.</u>	<u>Form 13F File No.:</u>	<u>Name:</u>
01	28-3444	Thomas N. Tryforos
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

CONFIDENTIAL TREATMENT

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (\$1000)	SHARES/		PUT/ CALL	INVTMT DSCRETN	OTHER MANAGERS	VOTING AUTHORITY	
				PRN	AMT				SOLE	SHARED
POSITION A (01)	COM		2636	54850	SH		SOLE			54850
	COM		34725	722500	SH		OTHER	01		722500
AMERICAN POWER CONV. CORP. (02)	COM	290661075	30123	1496800	SH		OTHER	01		1496800
	COM	4566071001	1200	75000	SH		OTHER	01		75000

CONFIDENTIAL TREATMENT

1) Position A has been accorded confidential treatment in connection with Thomas W. Smith's 3F-HR filing for quarter ended March 31, 1999, SEC File No. 028-04481.
 2) Position B
 3) Position C