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

FORM 13F

13FCON P 11/14/00

NON-PUBLIC

Form 13F COVER PAGE

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

Check here if Amendment [ ]; Amendment Number: _____

This Amendment (Check only one):

[ ] is a restatement.

[ ] adds new holdings entries.

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CONFIDENTIAL TREATMENT EXPIRED

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:

NOV 30 1999

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*]

November 15, 1999

[*Date*]

PROCESSED
FEB 07 2003
THOMSON FINANCIAL

Report Type (Check only one.):

[X] 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:

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Number of Other Included Managers:	1
Form 13F Information Table Entry Total:	45
Form 13F Information Table Value Total:	$946,696 (thousands)

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

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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
POSITION A	COM		3319	101450	SH		SOLE		101450		
POSITION A	COM		31151	952070	SH		OTHER	01	952070		
POSITION B	COM		1650	86820	SH		SOLE		86820		
POSITION B	COM		33381	1756900	SH		OTHER	01	1756900		
POSITION C	COM		5831	388700	SH		OTHER	01	388700		
POSITION D	COM		19	820	SH		SOLE		820		
POSITION D	COM		21895	959800	SH		OTHER	01	959800		
POSITION E	COM		20520	1765195	SH		OTHER	01	1765195		
COPART, INC.	COM	2172041061	19	1048	SH		SOLE		1048		
COPART, INC.	COM	2172041061	16467	893600	SH		OTHER	01	893600		
CREDIT ACCEPTANCE CORP	COM	225310101	2761	460148	SH		SOLE		460148		
CREDIT ACCEPTANCE CORP	COM	225310101	24500	4083370	SH		OTHER	01	4083370		
CATALINA MARKETING	COM	148867104	3362	39640	SH		SOLE		39640		
CATALINA MARKETING	COM	148867104	71531	843400	SH		OTHER	01	843400		
CONCORD EFS	COM	206189102	62094	3010609	SH		OTHER	01	3010609		
CONSECO, INC.	COM	208464107	4877	256676	SH		SOLE		256676		
CONSECO, INC.	COM	208464107	46132	2427985	SH		OTHER	01	2427985		
COUNTRYWIDE CREDIT IND. INC.	COM	2223721042	2025	62787	SH		SOLE		62787		
FASTENAL CO.	COM	3119001044	379	8033	SH		SOLE		8033		
FASTENAL CO.	COM	3119001044	46946	996200	SH		OTHER	01	996200		
FOREST LABORATORIES, INC.	COM	345838106	10099	239745	SH		SOLE		239745		
FOREST LABORATORIES, INC.	COM	345838106	29858	708800	SH		OTHER	01	708800		
IRON MOUNTAIN, INC.	COM	46284P104	38804	1145500	SH		OTHER	01	1145500		
LIFE TECHNOLOGIES	COM	532177201	50	1220	SH		SOLE		1220		
LIFE TECHNOLOGIES	COM	532177201	31021	756600	SH		OTHER	01	756600		
MACDERMID, INC.	COM	554273102	1124	33000	SH		SOLE		33000		
MACDERMID, INC.	COM	554273102	54640	1604108	SH		OTHER	01	1604108		
MEDAPHIS CORP.	COM	584028104	372	108350	SH		SOLE		108350		
MEDAPHIS CORP.	COM	584028104	5295	1540427	SH		OTHER	01	1540427		
MEMBERWORKS INC.	COM	5860021070	22	668	SH		SOLE		668		
MEMBERWORKS INC.	COM	5860021070	31523	944500	SH		OTHER	01	944500		
PAXAR CORP.	COM	704227107	2213	232964	SH		SOLE		232964		
PAXAR CORP.	COM	704227107	33606	3537464	SH		OTHER	01	3537464		
PIERCE LEAHY CORP.	COM	720722107	7302	307432	SH		SOLE		307432		
PIERCE LEAHY CORP.	COM	720722107	41833	1761400	SH		OTHER	01	1761400		

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PRE-PAID LEGAL SERVICES. INC.	COM	7400651007	11137	282843	SH	SOLE		282843
PRE-PAID LEGAL SERVICES. INC.	COM	7400651007	87826	2230500	SH	OTHER	01	2230500
SCOTTS COMPANY	COM	8101861065	2829	81702	SH	SOLE		81702
SCOTTS COMPANY	COM	8101861065	69	2000	SH	OTHER	01	2000
SEI INVESTMENTS	COM	784117103	17505	196064	SH	SOLE		196064
SEI INVESTMENTS	COM	784117103	128342	1437500	SH	OTHER	01	1437500
SMITHFIELD FOODS	COM	832248108	562	21000	SH	SOLE		21000
WALT DISNEY COMPANY	COM	2546871060	272	10497	SH	SOLE		10497
WORLD ACCEPTANCE CORP.	COM	981419104	576	107150	SH	SOLE		107150
WORLD ACCEPTANCE CORP.	COM	981419104	10957	2038600	SH	OTHER	01	2038600

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CONFIDENTIAL TREATMENT

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KEANE INC*	COM	4866651023	19	820	SH		SOLE		820		
KEANE INC*	COM	4866651023	21895	959800	SH		OTHER	01	959800		
AIRGAS, INC.**	COM	9363102	20520	1765195	SH		OTHER	01	1765195		

*POSITION D
**POSITION E

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