

Fingerhut Jack  
Form 4  
February 07, 2013

**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  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fingerhut Jack

(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. [SPRO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2013

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) President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 02/05/2013                              |                                                             | A                                    |                                                                            | 6,000                                                                                                              | A                                                                    | <u>11</u> 158,498                                                 |

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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.<br>D<br>S<br>( |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title             | Amount<br>or<br>Number<br>of Shares |
| Options<br>to buy<br>common<br>stock                | \$ 1.47                                                               | 02/05/2013                              |                                                             | A                                       |                                                                                                                 | 6,000                                                          |     | 02/01/2016                                                          | 02/04/2023         | Common<br>Stock   | 6,000                               |
| Options<br>to buy<br>common<br>stock                | \$ 1.99                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 08/09/2014                                                          | 08/08/2021         | Common<br>stock   | 10,000                              |
| Options<br>to buy<br>common<br>stock                | \$ 5.78                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (2)                                                                 | 09/24/2017         | Common<br>Stock   | 5,000                               |
| Options<br>to buy<br>common<br>stock                | \$ 2.75                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (2)                                                                 | 10/12/2016         | Common<br>Stock   | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |           |       |
|----------------------------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                                  | Director      | 10% Owner | Officer   | Other |
| Fingerhut Jack<br>C/O SMARTPROS LTD.<br>12 SKYLINE DRIVE<br>HAWTHORNE,, NY 10532 | X             |           | President |       |

## Signatures

/s/ Jack  
Fingerhut

02/07/2013

\_\_\_\_\_  
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).

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(1) Not Applicable.

(2) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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