SmartPros Ltd. Form 4 November 20, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * St Geme Peter

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

SmartPros Ltd. [PED]

(Check all applicable)

580 CALIFORNIA ST, SUITE 517

(First)

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

Director Officer (give title _ 10% Owner Other (specify

11/20/2006

below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

SAN FRANCISCO, CA 94104

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative :	Securi	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/20/2006		P	100	A	\$ 3.98	573,600	D	
Common Stock	11/20/2006		P	100	A	\$ 3.99	573,700	D	
Common Stock	11/20/2006		P	1,100	A	\$ 3.75	574,800	D	
Common Stock	11/20/2006		P	300	A	\$ 3.79	575,100	D	
Common Stock	11/20/2006		P	500	A	\$ 3.8	575,600	D	
	11/20/2006		P	9,500	A		585,100	D	

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Common Stock					\$ 3.95	
Common Stock	11/20/2006	P	500	A	\$ 585,600	D
Common Stock	11/20/2006	P	500	A	\$ 586,100	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
· ·	Derivative		` ,	, ,	Securities			(Instr.	3 and 4)	, , ,	Owne
	Security				Acquired				,		Follo
	200				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIStI
					4, and 5)						
					4, and 3)						
									Amount		
						D.	Б		or		
						Date	Expiration	Title	Number		
						Exercisable	e Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
St Geme Peter 580 CALIFORNIA ST SUITE 517 SAN FRANCISCO, CA 94104		X					

Signatures

11/20/2006			
11/20/2000			
Date			

Reporting Owners 2

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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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.