SMART & FINAL INC/DE

Form 4

February 16, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

obligations

Check this box

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

may continue. See Instruction

1(b).

Stock, par

value \$.01 per share

02/15/2005

(Print or Type Responses)

1. Name and Address of Reporting Person * WHYNOT JEFFREY D		Symbol	er Name and Ticker or Trading CT & FINAL INC/DE [SMF]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (M		of Earliest Transaction	(Check all applicable)		
600 CITAD	` , , ` `	, 5.24.6	/Day/Year)	Director 10% Owner S.V.P., Human Resources		
	(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
COMMERC	CE, CA 90040			Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned	į	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, i any (Month/Day/Year	Code Disposed of (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)	ıl	
Common Stock, par value \$.01 per share				Deferre 24,000 I Smart Shares	d	
Common						

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

Α

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

D

4,167 A \$ 0 4,167 (7)

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

	•	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stoo		\$ 6.5					09/16/2005(1)	09/16/2013	Common	20,000
Stoo	ck ions	\$ 12.89					02/17/2006(2)	02/17/2014	Common	30,000
Stoo	ck ions	\$ 6.875					02/15/2002(3)	02/15/2010	Common	20,000
Stoo Opt	ck ions	\$ 10.132					09/27/2003(4)	09/27/2011	Common	20,000
Sto	ck ions	\$ 9.8					02/19/2004(5)	02/19/2012	Common	17,000
Stoo	ck ions	\$ 4.28					02/19/2005(6)	02/19/2013	Common	30,000
Stoo	ck ions	\$ 15.2	02/15/2005		A	12,500	02/15/2007(8)	02/15/2015	Common	12,500

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
WHYNOT JEFFREY D				
600 CITADEL DRIVE			S.V.P., Human Resources	

Signatures

COMMERCE, CA 90040

Jeffrey D.	02/16/2005		
Whynot	02/10/2003		
**Signature of Reporting Person	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).
- (1) Previously reported options. 1/3 will become exercisable on 9/16/2005, 1/3 on 9/16/2006 and 1/3 on 9/16/2007.
- (2) Previously reported options. 1/3 of the options become exercisable on February 17 in each of 2006, 2007, 2008.
- (3) Previously reported options. 1/3 of the became exercisable on 2/15 in each of 2002, 2003 and 2004.
- Previously reported options. 1/3 of the options became exercisable on 9/27/2003 and 1/3 of the options will become exercisable on 9/27 in each of 2004 and 2005.
- Previously reported options. 1/3 of the options became exercisable on 2/19/2004 and 1/3 will become exercisable on 2/19 in each of 2005 and 2006.
- (6) Previously reported options. 1/3 of the options become exercisable on 2/19 in each of 2005, 2006 and 2007.
- (7) Includes 4,167 restricted smart shares granted 2/05.
- Grant to reporting person of options under the "Company" Long-Term Equity Compensation Plan. One-third of the options become exercisable on February 15 in each of 2007, 2008 and 2009 at an exercise price of \$15.20 per share

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.