SMART & FINAL INC/DE

Form 4

February 16, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

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2005

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

obligations

may continue.

See Instruction

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

1(b).

value \$.01

per share Common Stock, par

value \$.01 per share

02/15/2005

(Print or Type Responses)

ZEKE DUGE Symbol		ssuer Name and Ticker or Trading bol ART & FINAL INC/DE [SMF]		Issuer	5. Relationship of Reporting Person(s) to Issuer		
	 .			-	(Ch	neck all applicable	e)
(Last)	(First) (1		of Earliest Tr	ransaction			
600 CITAD	EL DRIVE	(Month/ 02/15/2	Day/Year) 2005		Director X Officer (g below)		6 Owner er (specify
	(Street)	4. If Am	endment, Da	te Original	6. Individual or	Joint/Group Fili	ng(Check
COMMERC	CE, CA 90040	Filed(Mo	onth/Day/Year)		y One Reporting Poy y More than One R	
(City)	(State)	(Zip) Tal	le I - Non-D	erivative Securitie	es Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) 1	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par					20,000	I	Deferred Smart

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

Α

3.333 A

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

D

\$ 0 8,333 (7)

Shares

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

1. Title of Derivative Security (Instr. 3)	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 Exercisal 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
Stock Options	\$ 7.688					12/06/2002(1)	12/06/2010	Common	30,000
Stock Options	\$ 10.132					09/27/2003(2)	09/27/2011	Common	25,000
Stock Options	\$ 9.8					02/19/2004(3)	02/19/2012	Common	22,000
Stock Options	\$ 4.28					02/19/2005(4)	02/19/2013	Common	25,000
Stock Options	\$ 6.5					09/16/2005(5)	09/16/2013	Common	15,000
Stock Options	\$ 12.89					02/17/2006(6)	02/17/2014	Common	20,000
Stock Options	\$ 15.2	02/15/2005		A	10,000	02/15/2007(8)	02/15/2015	Common	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
ZEKE DUGE 600 CITADEL DRIVE COMMERCE, CA 90040			S.V.P., CIO of SFSC		

Signatures

Zeke Duge	02/16/2005		
**Signature of Reporting Person	Date		

Reporting Owners 2

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) Options granted from the Stock Incentive Plan. One-third of the options became exercisable on December 6, 2002 and one-third will become exercisable on December 6 in each of 2003 and 2004.
- (2) Options granted from the Long Term Equity Plan. One-third of the options will become exercisable on September 27 in each of 2003, 2004 and 2005.
- Options granted from the Long Term Equity Plan. One-third of the options will become exercisable on February 19 in each of 2004, 2005 and 2006.
- (4) Options granted from the Long Term Equity Plan. One-third of the options will become exercisable on February 19 in each of 2005, 2006 and 2007.
- Options granted from the Long Term Equity Plan. One-third of the options will become exercisable on September 16 in each of 2005, 2006 and 2007.
- (6) One-third of the options become exercisable on February 17 in each of 2006, 2007 & 2008.
- (7) Includes 5,000 previously reported vested smart shares and 3,333 restricted smart shares granted 2/05.
- (8) Grant to reporting person of options under the "Company" Long-Term Equity Compensation Plan. 1/3 of the options will 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.