

MULLINS SUZANNE  
Form 4  
February 23, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MULLINS SUZANNE

2. Issuer Name and Ticker or Trading Symbol  
SMART & FINAL INC/DE [SMF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 CITADEL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
02/21/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
S.V.P., St. Oper., S&FSC

(Street)  
COMMERCE, CA 90040

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.01 per share	02/21/2006		A		1,400	A	\$ 0
Common Stock, par value \$.01 per share					19,000 <sup>(2)</sup>	I	
							19,222 <sup>(9)</sup>
							See footnote 2

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 6.5							09/16/2005 <sup>(3)</sup>	09/16/2013	Common
Stock Options	\$ 12.89							02/17/2006 <sup>(1)</sup>	02/17/2014	Common
Stock Options	\$ 10.77							06/18/1993	06/18/2006 <sup>(4)</sup>	Common
Stock Options	\$ 9.25							05/04/2000 <sup>(5)</sup>	05/04/2009	Common
Stock Options	\$ 6.875							02/15/2002 <sup>(6)</sup>	02/15/2010	Common
Stock Options	\$ 10.132							09/27/2003 <sup>(7)</sup>	09/27/2011	Common
Stock Options	\$ 9.8							02/19/2004	02/19/2012	Common
Stock Options	\$ 4.28							02/19/2005 <sup>(8)</sup>	02/19/2013	Common
Stock Options	\$ 15.2							02/15/2007 <sup>(10)</sup>	02/15/2015	Common
Stock Appreciation Rights	\$ 14.39	02/21/2006		A		3,250		02/21/2008 <sup>(11)</sup>	02/21/2014	Common

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MULLINS SUZANNE  
600 CITADEL DRIVE  
COMMERCE, CA 90040

S.V.P., St. Oper., S&FSC

## Signatures

Suzanne Mullins 02/22/2006

\*\*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).
- (1) Previously reported options. 1/3 of the options become exercisable on February 17 in each of 2006, 2007, 2008.
- (2) Deferred smart shares held in the Company's Supplemental Deferred Compensation Plan.
- (3) 1/3 will become exercisable on 9/16/2005, 1/3 on 9/16/2006 and 1/3 on 9/16/2007
- (4) Previously reported fully vested options. The reported transaction involved only the extension of the term of the options. The options originally were to expire on 06/18/2001 and was extended to 06/18/2006.
- (5) Previously reported options. 1/5 of the options became exercisable on May 4 in each of 2000, 2001, 2002, 2003 and 2004.
- (6) Previously reported options. 1/3 became exercisable on 2/15 in each of 2002, 2003, 2004.
- (7) Previously reported options. 1/3 of the options became exercisable on 9/27/03 and 1/3 will become exercisable on 9/27 in each of 2004, 2005.
- (8) Previously reported options. 1/3 of the options become exercisable on 2/19 in each of 2005, 2006, 2007
- (9) Includes 10,076 previously reported vested smart shares, 3,333 restricted smart shares granted 2/05 and 1,400 restricted smart shares granted 2/06
- (10) Previously reported stock options. One-third 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.
- (11) Grant to reporting person under the Company's Long Term Equity Compensation Plan. 1/3 of the Stock Appreciation Rights will become exercisable on February 21 in each of 2008, 2009 and 2010.

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.