

SMART & FINAL INC/DE
Form 4
February 16, 2005

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 *
WHYNOT JEFFREY D

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

S.V.P., Human Resources

600 CITADEL DRIVE

(Street)

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

COMMERCE, CA 90040

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.01 per share | | | | (A) or (D) Price | | | Deferred Smart Shares |
| Common Stock, par value \$.01 per share | 02/15/2005 | | A | 4,167 A \$ 0 | 4,167 ⁽⁷⁾ | D | |

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

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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock option | \$ 6.5 | | | | | 09/16/2005 ⁽¹⁾ | 09/16/2013 | Common | 20,000 |
| Stock Options | \$ 12.89 | | | | | 02/17/2006 ⁽²⁾ | 02/17/2014 | Common | 30,000 |
| Stock Options | \$ 6.875 | | | | | 02/15/2002 ⁽³⁾ | 02/15/2010 | Common | 20,000 |
| Stock Options | \$ 10.132 | | | | | 09/27/2003 ⁽⁴⁾ | 09/27/2011 | Common | 20,000 |
| Stock Options | \$ 9.8 | | | | | 02/19/2004 ⁽⁵⁾ | 02/19/2012 | Common | 17,000 |
| Stock Options | \$ 4.28 | | | | | 02/19/2005 ⁽⁶⁾ | 02/19/2013 | Common | 30,000 |
| Stock Options | \$ 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 COMMERCE, CA 90040 | | | S.V.P., Human Resources | |

Signatures

Jeffrey D. Whynot 02/16/2005

**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 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.
- (4) 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.
- (5) 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.
- (8) 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.