

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 *
DELOLMO ANDRE

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

COMMERCE, CA 90040

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr.V.P., S&FSC

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

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 | 02/15/2005 | | A | | 5,000 | A | \$ 0 |
| | | | | | 30,000 ⁽¹⁾ | I | |

See footnote 1

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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 10.132 | | | | | 09/27/2003 ⁽²⁾ | 09/27/2011 | Common | 20,000 |
| Stock Options | \$ 12.89 | | | | | 02/17/2006 ⁽³⁾ | 02/17/2014 | Common | 30,000 |
| Stock Options | \$ 5.49 | | | | | 12/04/2004 ⁽⁴⁾ | 12/04/2012 | Common | 50,000 |
| Stock Options | \$ 4.28 | | | | | 02/19/2005 ⁽⁵⁾ | 02/19/2013 | Common | 60,000 |
| Stock Options | \$ 6.5 | | | | | 09/16/2005 ⁽⁶⁾ | 09/16/2013 | Common | 40,000 |
| Stock Options | \$ 15.2 | 02/15/2005 | | A | 15,000 | 02/15/2007 ⁽⁷⁾ | 02/15/2015 | Common | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DELOLMO ANDRE 600 CITADEL DRIVE COMMERCE, CA 90040 | | | Sr. V.P., S&FSC | |

Signatures

Andre Delolmo 02/16/2005
 __Signature of Date
 Reporting Person

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) Includes 25,000 previously restricted smart shares and 5,000 restricted smart shares granted 2/05
- (2) Previously reported options. 1/3 of will be available for exercise on 9/27/2003, 1/3 on 9/27/2004 and 1/3 on 9/27/2005
- (3) Previously reported options. 1/3 of the options become exercisable on February 17 in each of 2006, 2007 & 2008.

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- (4) Previously reported options. 1/3 will become exercisable in each of 12/4/04, 2005 and 2006.
- (5) Previously reported options. 1/3 will become exercisable on 2/19 in each of 2005, 2006 and 2007.
- (6) Previously reported options. 1/3 will become exercisable on 9/16 in each of 2005, 2006 and 2007.
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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