

SMART & FINAL INC/DE
Form 4
March 07, 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 *
ROEDER ROSS E

(Last) (First) (Middle)
600 CITADEL DR.
(Street)

COMMERCE, CA 91739

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2005

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)

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 | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 03/03/2005 | | A | | 43,750 | A | \$ 4.28 197,500 |
| Common Stock, par value \$.01 per share | 03/03/2005 | | A | | 12,500 | A | \$ 9.25 210,000 |
| Common Stock, par value \$.01 per share | 03/03/2005 | | A | | 25,000 | A | \$ 6.5 235,000 |

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Common
 Stock, par
 value \$.01
 per share

03/03/2005

F 45,250
(7) D \$ 13.65 189,750 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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Number Shares |
| Stock Options | \$ 9.25 | | | | | 12/31/1999 ⁽¹⁾ 05/04/2009 | Common 142,500 |
| Stock Options | \$ 4.28 | 03/03/2005 | | M | 43,750 | 02/19/2004 ⁽²⁾ 02/19/2013 | Common 43,750 |
| Stock Options | \$ 12.89 | | | | | 02/17/2005 ⁽³⁾ 02/17/2014 | Common 100,000 |
| Stock Options | \$ 9.25 | 03/03/2005 | | M | 12,500 | 05/04/2000 ⁽⁴⁾ 05/04/2009 | Common 12,500 |
| Stock Options | \$ 10.132 | | | | | 09/27/2003 ⁽⁵⁾ 09/27/2011 | Common 300,000 |
| Stock Options | \$ 6.5 | 03/03/2005 | | M | 25,000 | 09/16/2004 ⁽⁶⁾ 09/16/2013 | Common 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROEDER ROSS E 600 CITADEL DR. COMMERCE, CA 91739 | | X | | |

Signatures

Ross E. Roeder

03/07/2005

**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 fully vested options. Options granted 5/4/99 - one-third vested on Dec. 31 in each of 1999, 2000 and 2001.
- (2) Previously reported options. One-third of the options became exercisable on Feb. 19 in each of 2004 and 2005 and one-third will become exercisable on Feb. 19, 2006.
- (3) Previously reported options. One-third of the options became exercisable on February 17, 2005 and one-third will become exercisable on February 17 in each of 2006 and 2007.
- (4) Previously reported fully vested options. 0 remaining in grant.
- (5) Previously reported options. One-third of the options became exercisable on September 27 in each of 2003 and 2004, one-third will become exercisable on Sept. 27, 2005.
- (6) Previously reported options. One-third of the options became exercisable on Sept. 16, 2004 and one-third will become exercisable on Sept. 16 in each of 2005 & 2006.
- (7) 34,750 shares of the Company's stock previously held by Mr. Roeder as well as 10,500 shares of the Company's common stock resulting from Mr. Roeder's options exercise were returned to the Company and accepted as payment of options exercise price and applicable payroll taxes due in connection with the transaction reported hereon.

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.