

ROEDER ROSS E
Form 4
April 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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 DR.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2005

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

COMMERCE, CA 91739

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. Code	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)
				(A) or (D)	Price		
Common Stock, par value \$.01 per share	03/31/2005		D	1,200	D \$ 12.38	210,050	D
Common Stock, par value \$.01 per share	03/31/2005		D	2,000	D \$ 12.35	208,050	D
Common Stock, par value \$.01 per share	03/31/2005		D	100	D \$ 12.37	207,950	D

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Common Stock, par value \$.01 per share	03/31/2005	D	1,200	D	\$ 12.32	206,750	D	
Common Stock, par value \$.01 per share	03/31/2005	D	1,500	D	\$ 12.25	205,250	D	
Common Stock, par value \$.01 per share	03/31/2005	D	5,400	D	\$ 12.31	199,850	D	
Common Stock, par value \$.01 per share	03/31/2005	D	900	D	\$ 12.33	198,950	D	
Common Stock, par value \$.01 per share	03/31/2005	D	2,300	D	\$ 12.3	196,650	D	
Common Stock, par value \$.01 per share	03/31/2005	D	400	D	\$ 12.18	196,250	D	
Common Stock, par value \$.01 per share						64,421	I	Deferred Smart Shares

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.

SEC 1474
(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)	8. (Instr. 3 and 4)
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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V	(A)	(D)	
Stock Options	\$ 4.28		02/19/2004 ⁽¹⁾	02/19/2013	Common	43,750
Stock Options	\$ 12.89		02/17/2005 ⁽²⁾	02/17/2014	Common	100,000
Stock Options	\$ 10.132		09/27/2003 ⁽³⁾	09/27/2011	Common	276,000
Stock Options	\$ 6.5		09/16/2004 ⁽⁴⁾	09/16/2013	Common	50,000

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 04/01/2005
 **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) 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.
- (2) 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.
- (3) 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.
- (4) 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.

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.