

SMART & FINAL INC/DE
Form 4
May 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
GOLD JAMES S

(Last) (First) (Middle)

600 CITADEL DRIVE

(Street)

COMMERCE 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)
05/20/2005

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.01 per share | | | | (A) or (D) Price | 9,060 | D | |
| Common Stock, par value \$.01 per share | 05/20/2005 | | A | 1,839 A \$ 0 | 17,211 ⁽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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 16.5 | | | | | 05/04/1997 ⁽²⁾ 05/04/2010 | Common | 22,500 |
| Stock Options | \$ 9.25 | | | | | 05/04/2000 ⁽³⁾ 05/04/2009 | Common | 12,500 |
| Stock Options | \$ 8.375 | | | | | 05/01/2002 ⁽⁴⁾ 05/01/2010 | Common | 4,000 |
| Stock Options | \$ 4.4 | | | | | 02/18/2005 ⁽⁵⁾ 02/18/2013 | Common | 8,000 |
| Stock Options | \$ 3.46 | | | | | 05/22/2005 ⁽⁶⁾ 05/22/2013 | Common | 4,000 |
| Stock options | \$ 13.47 | | | | | 05/18/2006 ⁽⁷⁾ 05/18/2014 | Common | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLD JAMES S 600 CITADEL DRIVE COMMERCE 90040 | X | | | |

Signatures

James S. Gold 05/23/2005
 **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 13,211 shares held in the Company's Deferred Directors Plan. 2,000 shares represent Mr. Gold's indirect pecuniary interest in shares held by Amy Ellyn Gold, Custodial Acct. 2,000 shares represent Mr. Gold's indirect pecuniary interest in shares held by Abigail Gold, Custodial Acct.
 - (2) Previously reported fully vested options. The options originally were to expire on 5/4/2005 and were extended to 5/4/2010.
 - (3) Previously reported options. 1/3 of the options became exercisable on May 4 in each of 2000, 2001 and 2002.
 - (4) Previously reported options. 1/3 became exercisable on May 1 in each of 2002, 2003 and 2004.
 - (5) Previously reported options. 1/3 became exercisable on February 18, 2005 and 1/3 will become exercisable on February 18 in each 2006 and 2007.
 - (6) Previously reported options. 1/3 became exercisable on May 22, 2005 and 1/3 will become exercisable on May 22 in each of 2006 and 2007.
 - (7) Grant to reporting person of options in the Company's Non-Employee Director Stock Plan. 1/3 of the options will become exercisable on May 18 in each of 2006, 2007 and 2008.

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.