

SMART & FINAL INC/DE
Form 4
October 05, 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 *
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)
10/03/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 10/03/2005 | | A | | 43,750 | A | \$ 4.28 |
| Common Stock, par value \$.01 per share | 10/03/2005 | | A | | 276,000 | A | \$ 10.132 |
| Common Stock, par value \$.01 per share | 10/03/2005 | | A | | 50,000 | A | \$ 6.5 |

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Common
 Stock, par
 value \$.01 10/03/2005 F 286,421 D \$ 12.9 344,000 ⁽⁶⁾ D
 per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | \$ 4.28 | 10/03/2005 | | M | 43,750 | 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 | 10/03/2005 | | M | 276,000 | 09/27/2003 ⁽³⁾ 09/27/2011 | Common 276,000 |
| Stock Options | \$ 6.5 | 10/03/2005 | | M | 50,000 | 09/16/2004 ⁽⁴⁾ 09/16/2013 | Common 50,000 |
| Stock Options | \$ 10.87 | | | | | 05/20/2007 ⁽⁵⁾ 05/20/2015 | Common 4,000 |

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 10/05/2005

**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. 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, 2004 and 2005.
- (4) Previously reported options. One-third of the options became exercisable on Sept. 16 in each of 2004 and 2005 and one-third will become exercisable on Sept. 16, 2006.
- (5) Previously reported options. One-third of the options will become exercisable on May 20 in each of 2007, 2008 and 2009
- (6) 260,671 shares of the Company's common stock previously held by Mr. Roeder (comprised of 196,250 shares directly held by Mr. Roeder and 64,421 shares previously reported as deferred smart shares) were returned to the Company and accepted as payment of the exercise price for the option exercises reported hereon. In addition, 25,750 shares resulting from Mr. Roeder's option exercises were retained by the Company in payment of the applicable payroll taxes.

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.