

ROEDER ROSS E  
Form 4  
November 14, 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)

11/11/2005

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) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                         |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock, par value \$.01 per share | 11/11/2005                           |                                                    | D                              | 4,500                                                             | D \$ 13.3                                                                                     | 268,500                                                  | D                                 |
| Common Stock, par value \$.01 per share | 11/11/2005                           |                                                    | D                              | 700                                                               | D \$ 13.31                                                                                    | 267,800                                                  | D                                 |
| Common Stock, par value \$.01 per share | 11/11/2005                           |                                                    | D                              | 500                                                               | D \$ 13.32                                                                                    | 267,300                                                  | D                                 |

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|                                                  |            |   |       |   |             |         |   |
|--------------------------------------------------|------------|---|-------|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$.01<br>per share | 11/11/2005 | D | 900   | D | \$<br>13.33 | 266,400 | D |
| Common<br>Stock, par<br>value \$.01<br>per share | 11/11/2005 | D | 1,500 | D | \$<br>13.34 | 264,900 | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date Exercisable                                               | Expiration<br>Date                                                  | Title                               | Amount or<br>Number of<br>Shares |
| Stock<br>Options                                    | \$ 12.89                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/17/2005 <sup>(1)</sup>                                      | 02/17/2014                                                          | Common                              | 100,000                          |
| Stock<br>Options                                    | \$ 10.87                                                           |                                         |                                                             |                                      |                                                                                                                    | 05/20/2007 <sup>(2)</sup>                                      | 05/20/2015                                                          | Common                              | 4,000                            |

## Reporting Owners

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

## Signatures

Ross E. Roeder                      11/14/2005  
 \*\*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 February 17, 2005 and one-third will become exercisable on February 17 in each of 2006 and 2007.
- (2) Previously reported options. One-third of the options will become exercisable on May 20 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. 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.