

SMART & FINAL INC/DE
Form 4
March 13, 2006

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 *
MCLAUGHLIN DAVID J

(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)
03/09/2006

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 | | | | | 24,670 ⁽¹⁾ | I | See Footnote 1 |
| Common Stock, par value \$.01 per share | 03/09/2006 | | A | 100 | A \$ 10.77 | 100 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | | A | 100 | A \$ 10.77 | 200 | D |

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| | | | | | | | |
|---|------------|---|-------|---|----------|--------|---|
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 200 | A | \$ 10.77 | 400 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 800 | A | \$ 10.77 | 1,200 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 900 | A | \$ 10.77 | 2,100 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 2,600 | A | \$ 10.77 | 4,700 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 800 | A | \$ 10.77 | 5,500 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 2,400 | A | \$ 10.77 | 7,900 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 100 | A | \$ 10.77 | 8,000 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 100 | A | \$ 10.77 | 8,100 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | A | 3,000 | A | \$ 10.77 | 11,100 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 100 | D | \$ 14.75 | 11,000 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 100 | D | \$ 14.76 | 10,900 | D |
| | 03/09/2006 | S | 200 | D | | 10,700 | D |

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|---|------------|---|-------|---|----------|-------|---|
| Common Stock, par value \$.01 per share | | | | | \$ 14.77 | | |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 800 | D | \$ 14.78 | 9,900 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 900 | D | \$ 14.79 | 9,000 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 2,600 | D | \$ 14.8 | 6,400 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 800 | D | \$ 14.81 | 5,600 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 2,400 | D | \$ 14.82 | 3,200 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 100 | D | \$ 14.83 | 3,100 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 100 | D | \$ 14.84 | 3,000 | D |
| Common Stock, par value \$.01 per share | 03/09/2006 | S | 3,000 | D | \$ 14.86 | 0 | D |
| Common Stock, par value \$.01 per share | 03/10/2006 | A | 800 | A | \$ 10.77 | 800 | D |
| Common Stock, par value \$.01 per share | 03/10/2006 | A | 400 | A | \$ 10.77 | 1,200 | D |
| | 03/10/2006 | A | 100 | A | | 1,300 | D |

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|---|------------|--|---|-----|----|----------|-----|--|-------|
| Common Stock, par value \$.01 per share | | | | | \$ | | | | 10.77 |
| Common Stock, par value \$.01 per share | 03/10/2006 | | S | 800 | D | \$ 14.6 | 500 | | D |
| Common Stock, par value \$.01 per share | 03/10/2006 | | S | 400 | D | \$ 14.62 | 100 | | D |
| Common Stock, par value \$.01 per share | 03/10/2006 | | S | 100 | D | \$ 14.63 | 0 | | 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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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 or Number of Shares |
| 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 |
| | \$ 13.47 | | | | | 05/18/2006 ⁽⁷⁾ 05/18/2014 | Common 4,000 |

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|---------------|----------|------------|--|---|-------|---------------------------|------------|--------|-------|
| Stock Options | | | | | | | | | |
| Stock Options | \$ 10.87 | | | | | 05/20/2007 ⁽⁸⁾ | 05/20/2015 | Common | 4,000 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 100 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 100 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 100 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 100 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 200 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 200 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 800 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 800 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 900 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 900 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 2,600 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 2,600 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 800 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 800 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 2,400 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 2,400 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 100 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 100 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 100 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 100 |
| Stock Options | \$ 10.77 | 03/09/2006 | | M | 3,000 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 3,000 |
| Stock Options | \$ 10.77 | 03/10/2006 | | M | 800 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 800 |
| Stock Options | \$ 10.77 | 03/10/2006 | | M | 400 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 400 |
| Stock Options | \$ 10.77 | 03/10/2006 | | M | 100 | 06/18/1991 ⁽²⁾ | 06/18/2006 | Common | 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLAUGHLIN DAVID J 600 CITADEL DRIVE COMMERCE 90040 | X | | | |

Signatures

David J.

McLaughlin

03/13/2006

 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) 11,721 shares held in the Company's Director Deferred Compensation Plan. 643 shares represent Mr. McLaughlin's indirect pecuniary interest in shares held by Bradley C. McLaughlin IRA Acct. 12,049 shares represent Mr. McLaughlin's indirect pecuniary interest in shares held by David J. McLaughlin conduit IRA Acct. and 257 shares represent Mr. McLaughlin's indirect pecuniary interest in shares held by Devon McLaughlin, Custodial Acct.
 - (2) Previously reported fully vested options. The options originally were to expire on 6/18/2001 and were extended to 6/18/2006.
 - (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 of the options became exercisable on February 18 in each of 2005 and 2006 and 1/3 will become exercisable on February 18, 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) Previously reported options. 1/3 of the options will become exercisable on May 18 in each of 2006, 2007 and 2008.
 - (8) Previously reported options. 1/3 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.

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