

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

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 *
MCLAUGHLIN DAVID J

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 DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2006

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

COMMERCE 90040
(City) (State) (Zip)

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

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	03/10/2006		A	700	A \$ 10.77 700	D	
Common Stock, par value \$.01 per share	03/10/2006		A	300	A \$ 10.77 1,000	D	

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Common Stock, par value \$.01 per share	03/10/2006	A	100	A	\$ 10.77	1,100	D
Common Stock, par value \$.01 per share	03/10/2006	A	100	A	\$ 10.77	1,200	D
Common Stock, par value \$.01 per share	03/10/2006	A	100	A	\$ 10.77	1,300	D
Common Stock, par value \$.01 per share	03/10/2006	A	200	A	\$ 10.77	1,500	D
Common Stock, par value \$.01 per share	03/10/2006	A	200	A	\$ 10.77	1,700	D
Common Stock, par value \$.01 per share	03/10/2006	A	200	A	\$ 10.77	1,900	D
Common Stock, par value \$.01 per share	03/10/2006	A	1,900	A	\$ 10.77	3,800	D
Common Stock, par value \$.01 per share	03/10/2006	A	100	A	\$ 10.77	3,900	D
Common Stock, par value \$.01 per share	03/10/2006	A	100	A	\$ 10.77	4,000	D
Common Stock, par value \$.01 per share	03/10/2006	A	200	A	\$ 10.77	4,200	D
Common Stock, par value \$.01 per share	03/10/2006	A	500	A	\$ 10.77	4,700	D
	03/10/2006	S	700	D		4,000	D

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Common Stock, par value \$.01 per share					\$ 14.67		
Common Stock, par value \$.01 per share	03/10/2006	S	300	D	\$ 14.68	3,700	D
Common Stock, par value \$.01 per share	03/10/2006	S	100	D	\$ 14.71	3,600	D
Common Stock, par value \$.01 per share	03/10/2006	S	100	D	\$ 14.72	3,500	D
Common Stock, par value \$.01 per share	03/10/2006	S	100	D	\$ 14.73	3,400	D
Common Stock, par value \$.01 per share	03/10/2006	S	200	D	\$ 14.75	3,200	D
Common Stock, par value \$.01 per share	03/10/2006	S	200	D	\$ 14.8	3,000	D
Common Stock, par value \$.01 per share	03/10/2006	S	200	D	\$ 14.82	2,800	D
Common Stock, par value \$.01 per share	03/10/2006	S	1,900	A	\$ 14.85	900	D
Common Stock, par value \$.01 per share	03/10/2006	S	100	D	\$ 14.86	800	D
Common Stock, par value \$.01 per share	03/10/2006	S	100	D	\$ 14.87	700	D
	03/10/2006	S	200	D		500	D

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Common Stock, par value \$.01 per share \$ 14.89

Common Stock, par value \$.01 per share 03/10/2006 S 500 D \$ 14.9 0 D

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

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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)
				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
Stock Options	\$ 13.47					05/18/2006 ⁽⁷⁾ 05/18/2014	Common 4,000
Stock Options	\$ 10.87					05/20/2007 ⁽⁸⁾ 05/20/2015	Common 4,000
Stock Options	\$ 10.77	03/10/2006		M	700	06/18/1991 ⁽²⁾ 06/18/2006	Common 700
Stock Options	\$ 10.77	03/10/2006		M	300	06/18/1991 ⁽²⁾ 06/18/2006	Common 300

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- (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. 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.