

DELOLMO ANDRE
Form 4
November 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
DELOLMO ANDRE

(Last) (First) (Middle)
600 CITADEL DRIVE
(Street)

COMMERCE, CA 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)
10/31/2006

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)
Sr.V.P., S&FSC

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	19,000 ⁽¹⁾	D	
Common Stock, par value \$.01 per share				(A) or (D) Price	25,000	I	Deferred Smart Shares

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 Underlying (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 10.132	10/31/2006		D ⁽²⁾		20,000	09/27/2003 ⁽²⁾	09/27/2011	Common
Stock Options	\$ 12.89	10/31/2006		D ⁽³⁾		30,000	02/17/2006 ⁽³⁾	02/17/2014	Common
Stock Options	\$ 5.49	10/31/2006		D ⁽⁴⁾		50,000	12/04/2004 ⁽⁴⁾	12/04/2012	Common
Stock Options	\$ 4.28	10/31/2006		D ⁽⁵⁾		60,000	02/19/2005 ⁽⁵⁾	02/19/2013	Common
Stock Options	\$ 6.5	10/31/2006		D ⁽⁶⁾		40,000	09/16/2005 ⁽⁶⁾	09/16/2013	Common
Stock Options	\$ 15.2	10/31/2006		D ⁽⁷⁾		15,000	02/15/2007 ⁽⁷⁾	02/15/2015	Common
Stock Appreciation Rights	\$ 14.39	10/31/2006		D ⁽⁸⁾		8,500	02/21/2008 ⁽⁸⁾	02/21/2014	Common
Stock Options	\$ 10.132	10/31/2006		A ⁽²⁾	20,000		10/31/2006 ⁽²⁾	10/31/2007	Common
Stock Options	\$ 12.89	10/31/2006		A ⁽³⁾	30,000		10/31/2006 ⁽³⁾	10/31/2007	Common
Stock Options	\$ 5.49	10/31/2006		A ⁽⁴⁾	50,000		10/31/2006 ⁽⁴⁾	10/31/2007	Common
Stock Options	\$ 4.28	10/31/2006		A ⁽⁵⁾	60,000		10/31/2006 ⁽⁵⁾	10/31/2007	Common
Stock Options	\$ 6.5	10/31/2006		A ⁽⁶⁾	40,000		10/31/2006 ⁽⁶⁾	10/31/2007	Common
Stock Options	\$ 15.2	10/31/2006		A ⁽⁷⁾	15,000		10/31/2006 ⁽⁷⁾	10/31/2007	Common
Stock Appreciation	\$ 14.39	10/31/2006		A ⁽⁸⁾	8,500		10/31/2006 ⁽⁸⁾	10/31/2007	Common

Rights

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELOLMO ANDRE 600 CITADEL DRIVE COMMERCE, CA 90040			Sr.V.P., S&FSC	

Signatures

Andre Delolmo 11/02/2006

**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) Includes 5,000 restricted smart shares granted 2/05, 6,500 restricted smart shares granted 2/06 and 7,500 restricted smart shares granted 5/06

- Previously reported and fully vested options. Mr. Delolmo resigned his position with the Company effective 10/31/06 and in doing so the
(2) Comp. Committee agreed that the options may be exercised until 10/31/2007. Amendment of outstanding option results in deemed cancellation of option and grant of replacement option.

- Previously reported options. Fully vested. Mr. Delolmo resigned his position with the Company effective 10/31/06 and in doing so the
(3) Comp. Committee agreed that the options may be exercised until 10/31/2007. Amendment of outstanding option results in deemed cancellation of option and grant of replacement option

- Previously reported options. Mr. Delolmo resigned his position with the Company effective 10/31/06 and in doing so the Comp.
(4) Committee agreed to an early vesting of these stock options, that the options are exercisable as of 10/31/2006 and may be exercised until 10/31/2007. Amendment of outstanding option results in deemed cancellation of option and grant of replacement option.

- Previously reported options. Mr. Delolmo resigned his position with the Company effective 10/31/06 and in doing so the Comp.
(5) Committee agreed to an early vesting of these stock options, that the options are exercisable as of 10/31/2006 and may be exercised until 10/31/2007. Amendment of outstanding option results in deemed cancellation of option and grant of replacement option.

- Previously reported options. Mr. Delolmo resigned his position with the Company effective 10/31/06 and in doing so the Comp.
(6) Committee agreed to an early vesting of these stock options, that the options are exercisable as of 10/31/2006 and may be exercised until 10/31/2007. Amendment of outstanding option results in deemed cancellation of option and grant of replacement option.

- Previously reported options. Fully vested options. Mr. Delolmo resigned his position with the Company effective 10/31/06 and in doing
(7) so the Comp. Committee agreed that the options may be exercised until 10/31/2007. Amendment of outstanding option results in deemed cancellation of option and grant of replacement option.

- Previously reported stock appreciation rights. Mr. Delolmo resigned his position with the Company effective 10/31/06 and in doing so the
(8) Comp. Committee agreed to an early vesting of these stock appreciation rights, that the stock appreciation rights are exercisable as of 10/31/2006 and may be exercised until 10/31/2007. Amendment of outstanding option results in deemed cancellation of option and grant of replacement option.

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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