

PODESCHI DAVID M  
Form 4  
January 19, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PODESCHI DAVID M

(Last) (First) (Middle)

2711 N. HASKELL AVE.

(Street)

DALLAS 75204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
7 ELEVEN INC [SE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/17/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP, Merchandising

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock                       |   |   |                                      | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   | Code                                 | V  | Amount   |  | Price   |
| Common<br>Stock                       |   |   |                                      |  | 500  | I  | Note <sup>(1)</sup>   |
| Common<br>Stock                       |   |   |                                      |  | 2,313 <sup>(2)</sup>   | D  |   |
| Common<br>Stock                       |   |   |                                      |  | 17,272   | 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)

number.

**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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                           |                    |                 |                                     |
|---|---|---|---|---|--|--|--|---------------------------|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D)  | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options                        | \$ 16.21  |   |   |   |  |  |  | 01/21/2005                | 01/21/2014         | Common<br>Stock | 35,000                              |
| Employee<br>Stock<br>Options                        | \$ 6.88   |   |   |   |  |  |  | 03/07/2004                | 03/07/2013         | Common<br>Stock | 70,000                              |
| Employee<br>Stock<br>Options                        | \$ 9.12   |   |   |   |  |  |  | 04/24/2003                | 04/24/2012         | Common<br>Stock | 30,000                              |
| Employee<br>Stock<br>Options                        | \$ 10.92  |   |   |   |  |  |  | 05/14/2002                | 05/14/2011         | Common<br>Stock | 10,000                              |
| Employee<br>Stock<br>Options                        | \$ 19   |   |   |   |  |  |  | 05/23/2001                | 05/23/2010         | Common<br>Stock | 23,000                              |
| Employee<br>Stock<br>Options                        | \$ 9.38   |   |   |   |  |  |  | 10/08/2000                | 10/08/2009         | Common<br>Stock | 11,800                              |
| Employee<br>Stock<br>Options                        | \$ 22.79  | 01/17/2005                              |   | A                                       |  | 26,000   |  | 01/17/2006 <sup>(3)</sup> | 01/17/2015         | Common<br>Stock | 26,000                              |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| PODESCHI DAVID M<br>2711 N. HASKELL AVE.<br>DALLAS 75204 | SVP, Merchandising               |

## Signatures

David T. Fenton,  
Attorney-in-Fact

01/19/2005

\_\_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) Shares are held in a brokerage account for Mr. and Mrs. David Podeschi.

Represents the number of Restricted Stock Units, each convertible into one share of the Company's Common Stock on the first day of the month following the Reporting Person's separation from employment with the Issuer, granted under the Issuer's 1995 Stock Incentive Plan pursuant to the requirements of Rule 16b-3. The Restricted Stock Units represent the stock-based portion of the Reporting Person's Annual Performance Incentive for 2003.

(2) Options were granted pursuant to the requirements of Rule 16b-3. None of the options may be exercised before January 17, 2006. The  
(3) options vest and become exercisable in annual increments over a three-year period unless accelerated in accordance with the terms of the 1995 Stock Incentive Plan and the applicable award agreement.

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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