SMART & FINAL INC/DE
Form 4
March 04, 2005

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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 Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SNEE TIMOTHY M

(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)
03/02/2005

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)
S.V.P., Buying, S&FSC

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value $.01 per share | 03/02/2005 | | D | | 1,017 | D | $ 13.38 | 18,512 | D | |
| Common Stock, par value $.01 per share | 03/02/2005 | | D | | 1,000 | D | $ 13.32 | 17,512 | D | |
| Common Stock, par value $.01 per share | 03/02/2005 | | D | | 500 | D | $ 13.28 | 17,012 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock, par value $.01 per share | 03/02/2005 | | D | | 500 | D | $ 13.25 | 16,512 (1) | 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.**

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) | | 8. De Se (In |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Options | $ 9.25 | | | | | | | 05/04/2000 (2) | 05/04/2009 | Common | 15,000 | |
| Stock Options | $ 6.875 | | | | | | | 02/15/2002 (3) | 02/15/2010 | Common | 17,000 | |
| Stock Options | $ 10.132 | | | | | | | 09/27/2003 (4) | 09/27/2011 | Common | 20,000 | |
| Stock Options | $ 9.8 | | | | | | | 02/19/2004 (5) | 02/19/2012 | Common | 22,500 | |
| Stock Options | $ 4.28 | | | | | | | 02/19/2005 (6) | 02/19/2013 | Common | 25,000 | |
| Stock Options | $ 6.5 | | | | | | | 09/16/2005 (7) | 09/16/2013 | Common | 20,000 | |
| Stock Options | $ 12.89 | | | | | | | 02/17/2006 (8) | 02/17/2014 | Common | 30,000 | |
| Stock Options | $ 15.2 | | | | | | | 02/15/2007 (9) | 02/15/2015 | Common | 12,500 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| SNEE TIMOTHY M<br>600 CITADEL DRIVE<br>COMMERCE, CA 90040 | | | S.V.P., Buying, S&FSC | |

# Signatures

| Timothy Snee | 03/03/2005 |
|---|---|
| **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)** Includes 9,800 previously reported vested smart shares and 4,167 restricted smart shares granted 2/05.
- **(2)** Previously reported options. One fifth of the options became exercisable on May 4 in each of 2000, 2001, 2002, 2003 and 2004.
- **(3)** Previously reported options. One-third of the options became exercisable on 2/15 in each of 2002, 2003 and 2004.
- **(4)** Previously reported options. One-third of the options became exercisable on September 27, 2003. One-third will become exercisable on Sept. 27 in each of 2004 and 2005.
- **(5)** Previously reported options. One-third of the options became exercisble on Feb. 19, 2004. One-third will become exercisable on Feb. 19 in each of 2005 and 2006.
- **(6)** Previously reported options. One-third of the options will become exercisable on Feb. 19 in each of 2005, 2006 and 2007.
- **(7)** Previously reported options. One-third will become exercisable on Sept. 16 in each of 2005, 2006 and 2007.
- **(8)** Previously reported options. One-third of the options become exercisable on February 17 in each of 2006, 2007, 2008.
- **(9)** Previously reported options. One-third of the options will become exercisable on February 15 in each of 2007, 2008, and 2009 at an exercise price of $15.20 per share.

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.