SMART & FINAL INC/DE

Form 4 May 24, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

value \$.01

per share

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CRULL TIM F		Symbol	2. Issuer Name and Ticker or Trading Symbol SMART & FINAL INC/DE [SMF]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction			(Check all applicable)				
600 CITADI	EL DRIVE	Day/Year) 2005				_X_ Director Officer (gives below)		6 Owner er (specify		
	(Street) 4. If Ame			ndment, Date Original				6. Individual or Joint/Group Filing(Check		
Filed			Filed(Month/Day/Year)				Applicable Line)			
COMMERC		_X_ Form filed by One Reporting Per Form filed by More than One Re Person								
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		ionAcquired (A) or		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(Wionthi/Day/Tear)	(Ilisti. 6)	(IIIsti. 5,	7 and	3)	Following	(Instr. 4)	(Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common									See	
Stock, par	05/20/2005		A	1,839	A	\$0	14,595	I (4)	Footnote	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#4

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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. Transacti Code (Instr. 8)	5. Number some 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	\$ 4.4					02/18/2005(1)	02/18/2013	Common	8,000
Stock Options	\$ 3.46					05/22/2005(2)	05/22/2013	Common	4,000
Stock Options	\$ 13.47					05/18/2006(3)	05/18/2014	Common	4,000
Stock Options	\$ 10.87	05/20/2005		A	4,000	05/20/2007(5)	05/20/2015	Common	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
Treporting of mark remark remarks	Director	10% Owner	Officer Other				
CRULL TIM F							
600 CITADEL DRIVE	X						
COMMERCE 90040							

Signatures

Timm F. Crull 05/23/2005

**Signature of 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) Previously reported options. 1/3 of the options became exercisable on February 18, 2005 and 1/3 will become exercisable on February 18 in each of 2006 and 2007.
- (2) Previously reported options. 1/3 of the options became exercisable on May 22, 2005 and 1/3 will become exercisable on February 18 in each of 2006 and 2007.
- (3) Previously reported options. 1/3 of the options will become exercisable on May 18 in each of 2006, 2007 and 2008.
- (4) Includes 10,660 deferred directors shares and 3,934 deferred smart shares.
- Options granted from the Company's Long-Term Equity Compensation Plan for Non-Employee Directors. 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.

Reporting Owners 2

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