

SMART & FINAL INC/DE

Form 4

May 24, 2005

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 *
ROEDER ROSS E

(Last) (First) (Middle)

600 CITADEL DR.

(Street)

COMMERCE, CA 91739

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
SMART & FINAL INC/DE [SMF]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/20/2005

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.01 per share					196,250	D	
Common Stock, par value \$.01 per share					64,421	I	Deferred Smart Shares

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

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 information contained in this form are not
 required to respond unless the form**

SEC 1474
 (9-02)

displays a currently valid OMB control number.

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 of Number of Shares
Stock Options	\$ 4.28							02/19/2004 ⁽¹⁾	02/19/2013	Common	43,750
Stock Options	\$ 12.89							02/17/2005 ⁽²⁾	02/17/2014	Common	100,000
Stock Options	\$ 10.132							09/27/2003 ⁽³⁾	09/27/2011	Common	276,000
Stock Options	\$ 6.5							09/16/2004 ⁽⁴⁾	09/16/2013	Common	50,000
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			
	Director	10% Owner	Officer	Other
ROEDER ROSS E 600 CITADEL DR. COMMERCE, CA 91739	X			

Signatures

Ross E. Roeder 05/23/2005

__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) Previously reported options. One-third of the options became exercisable on Feb. 19 in each of 2004 and 2005 and one-third will become exercisable on Feb. 19, 2006.

(2)

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Previously reported options. One-third of the options became exercisable on February 17, 2005 and one-third will become exercisable on February 17 in each of 2006 and 2007.

- (3) Previously reported options. One-third of the options became exercisable on September 27 in each of 2003 and 2004, one-third will become exercisable on Sept. 27, 2005.
- (4) Previously reported options. One-third of the options became exercisable on Sept. 16, 2004 and one-third will become exercisable on Sept. 16 in each of 2005 & 2006.
- (5) Grant to reporting person of options in the Company's Non-Employee Director Stock Plan. 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.

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