MCLAUGHLIN DAVID J

Form 4

September 21, 2005

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCLAUGHLIN DAVID J Issuer Symbol SMART & FINAL INC/DE [SMF] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 600 CITADEL DRIVE 09/21/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting COMMERCE 90040 Person

(City)	(State) (Z	Zip) Table	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)	Code (Instr. 8)	on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
Common Stock, par value \$.01 per share			Code V	Amount	(D)	Price	24,670 (1)	I	See Footnote 1
Common Stock, par value \$.01 per share	09/21/2005		D	2,100	D	\$ 12.3	1,900	D	
Common Stock, par value \$.01 per share	09/21/2005		D	100	D	\$ 12.3	1,800	D	

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Common							
Stock, par value \$.01	09/21/2005	D	800	D	\$	1,000	D
value \$.01	07/21/2002		000	_	12.3	1,000	
ner share							

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

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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. Transactio Code (Instr. 8)	5. orNumber 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 E S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 16.5					06/18/1991(2)	06/18/2006	Common	17,500	
Stock Options	\$ 9.25					05/04/2000(3)	05/04/2009	Common	12,500	
Stock Options	\$ 8.375					05/01/2002(4)	05/01/2010	Common	4,000	
Stock Options	\$ 4.4					02/18/2005(5)	02/18/2013	Common	8,000	
Stock Options	\$ 3.46					05/22/2005(6)	05/22/2013	Common	4,000	
Stock Options	\$ 13.47					05/18/2006(7)	05/18/2014	Common	4,000	
Stock Options	\$ 10.87					05/20/2007(8)	05/20/2015	Common	4,000	

Reporting Owners

D (1 0 N (4 1 1	Kelationsnips
Reporting Owner Name / Address	_

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Director 10% Owner Officer Other

MCLAUGHLIN DAVID J 600 CITADEL DRIVE COMMERCE 90040

X

Signatures

David J.

McLauglin 09/21/2005

**Signature of Date

Reporting Person

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) 11,721 shares held in the Company's Director Deferred Compensation Plan. 643 shares represent Mr. McLaughlin's indirect pecuniary interest in shares held by Bradley C. McLaughlin IRA Acct. 12,049 shares represent Mr. McLaughlin's indirect pecuniary interest in shares held by David J. McLaughlin conduit IRA Acct. and 257 shares represent Mr. McLaughlin's indirect pecuniary interest in shares held by Devon McLaughlin, Custodial Acct.
- (2) Previously reported fully vested options. The options originally were to expire on 6/18/2001 and were extended to 6/18/2006.
- (3) Previously reported options. 1/3 of the options became exercisable on May 4 in each of 2000, 2001 and 2002.
- (4) Previously reported options. 1/3 became exercisable on May 1 in each of 2002, 2003 and 2004
- Previously reported options. 1/3 of the options became exercisable on February 18, 2005 and 1/3 will become exercisable on February 28, in each of 2006 and 2007.
- Previously reported options. 1/3 became exercisable on May 22, 2005 and 1/3 will become exercisable on May 22 in each of 2006 and 2007.
- (7) Pevisouly reported options. 1/3 of the options will become exercisable on May 18 in each of 2006, 2007 and 2008.
- (8) Peviously reported options. 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. 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.

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