

CRULL TIM F
Form 4
June 05, 2006

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 *
CRULL TIM F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 CITADEL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2006

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

COMMERCE 90040
(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|-------|-----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 per share | 06/01/2006 | | A | | 1,166 | A | \$ 0 | 15,860 | I (4) | See Footnote #4 |
| Common Stock, par value \$.01 per share | 06/01/2006 | | A | | 1,866 | A | \$ 0 | 17,626 | I (4) | See Footnot #4 |

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)

| 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. 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 | | | | | 05/20/2007 ⁽⁵⁾ 05/20/2015 | Common | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CRULL TIM F 600 CITADEL DRIVE COMMERCE 90040 | | X | | |

Signatures

Timm F. Crull 06/02/2006
 **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) 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.

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- (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 11,826 deferred directors shares and 5,800 deferred smart shares.
- (5) 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.

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