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SMART & FINAL INC/DE Form 15-12B June 07, 2007

OMB APPROVAL

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: __001-10811

Smart & Final Inc.

(Exact name of registrant as specified in its charter)

600 Citadel Drive, Commerce, California 90040

T. (323) 869-7500

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Common Stock, par value \$0.01 per share

(Title of each class of securities covered by this Form)

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(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Pursuant to the requirements of the Securities Exchange Act of 1934, Smart & Final Inc. (Name of registrant as specified in charter) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: June 6, 2007 By: /s/ RICHARD N. PHEGLEY

Name: Richard N. Phegley

Title: Senior Vice President and Chief Financial Officer