

STEIN MART INC
Form 4
August 26, 2016

FORM 4

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

OMB APPROVAL

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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 *
Kleffner Gregory W

(Last) (First) (Middle)
C/O STEIN MART, INC., 1200 RIVERPLACE BOULEVARD
(Street)

JACKSONVILLE, FL 32207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEIN MART INC [SMRT]

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2016

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)
Chief Financial Officer

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	08/24/2016		M		100	A	\$ 5.48
Common Stock	08/24/2016		M		600	A	\$ 4.93
Common Stock	08/24/2016		S ⁽¹⁾		900	D	\$ 8.5
Common Stock	08/24/2016		S ⁽¹⁾		100	D	\$ 8.51
Common Stock	08/25/2016		M		100	A	\$ 5.48

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Common Stock	08/25/2016		M	400	A	\$ 4.93	248,788.41	D
Common Stock	08/25/2016		<u>S</u> ⁽¹⁾	700	D	\$ 8.5	251,246.73 <u>(2)</u>	D

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
Employee Stock Option (right to buy)	\$ 5.48	08/24/2016		M	100	⁽³⁾ 07/31/2019	Common Stock	100
Employee Stock Option (right to buy)	\$ 4.93	08/24/2016		M	600	⁽⁴⁾ 08/08/2022	Common Stock	600
Employee Stock Option (right to buy)	\$ 5.48	08/25/2016		M	100	⁽³⁾ 07/31/2019	Common Stock	100
Employee Stock Option (right to buy)	\$ 4.93	08/25/2016		M	400	⁽⁴⁾ 08/08/2022	Common Stock	400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kleffner Gregory W C/O STEIN MART, INC. 1200 RIVERPLACE BOULEVARD JACKSONVILLE, FL 32207			Chief Financial Officer	

Signatures

D. Hunt Hawkins, 08/26/2016
attorney-in-fact

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 24, 2016.
 - (2) Includes 3,158.32 shares acquired under the SMRT employee stock purchase plan in June 2016.
 - (3) Option grant vested 33% on 07/31/12, 33% on 07/31/13 and 34% on 07/31/14.
 - (4) Option grant vests 33% on 08/08/15, 33% on 08/08/16 and 34% on 08/08/17.

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