

SMART &amp; FINAL INC/DE

Form 4

May 19, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SNEE TIMOTHY M**

(Last) (First) (Middle)

600 CITADEL DRIVE

(Street)

COMMERCE, CA 90040

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/16/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

S.V.P., Buying, S&FSC

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	(A) or (D)	Price
Common Stock, par value \$.01 per share	05/16/2006		A		4,000	A	\$ 0
					21,012 <sup>(1)</sup>	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 9.25					05/04/2000 <sup>(2)</sup> 05/04/2009	Common 15,000
Stock Options	\$ 6.875					02/15/2002 <sup>(3)</sup> 02/15/2010	Common 17,000
Stock Options	\$ 10.132					09/27/2003 <sup>(4)</sup> 09/27/2011	Common 20,000
Stock Options	\$ 9.8					02/19/2004 <sup>(5)</sup> 02/19/2012	Common 22,500
Stock Options	\$ 4.28					02/19/2005 <sup>(6)</sup> 02/19/2013	Common 25,000
Stock Options	\$ 6.5					09/16/2005 <sup>(7)</sup> 09/16/2013	Common 20,000
Stock Options	\$ 12.89					02/17/2006 <sup>(8)</sup> 02/17/2014	Common 30,000
Stock Options	\$ 15.2					02/15/2007 <sup>(9)</sup> 02/15/2015	Common 12,500
Stock Appreciation Rights	\$ 14.39					02/21/2008 <sup>(10)</sup> 02/21/2014	Common 8,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SNEE TIMOTHY M 600 CITADEL DRIVE COMMERCE, CA 90040	S.V.P., Buying, S&FSC

## Signatures

Timothy Snee

05/17/2006

\*\*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) Includes 6,800 previously reported vested smart shares, 4,167 restricted smart shares granted 2/05, 3500 restricted smart shares granted 2/06 and 4,000 restricted smart shares granted 5/06.
- (2) Previously reported options. One fifth of the options became exercisable on May 4 in each of 2000, 2001, 2002, 2003 and 2004.
- (3) Previously reported options. One-third of the options became exercisable on 2/15 in each of 2002, 2003 and 2004.
- (4) 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 September 27, 2005.
- (5) Previously reported options. One-third of the options became exercisable on Feb. 19 in each of 2004 and 2005. One-third will become exercisable on Feb. 19, 2006.
- (6) Previously reported options. One-third of the options will become exercisable on Feb. 19, 2005. One-third will become exercisable in each of 2005 and 2006 and 2007.
- (7) Previously reported options. One-third will become exercisable on Sept. 16 in each of 2005, 2006 and 2007.
- (8) Previously reported options. One-third of the options become exercisable on February 17 in each of 2006, 2007, 2008.
- (9) Previously reported options. One-third of the options will become exercisable on February 15 in each of 2007, 2008, and 2009 at an exercise price of \$15.20 per share.
- (10) Grant to reporting person under the Company's Long Term Equity Compensation Plan. 1/3 of the Stock Appreciation Rights will become exercisable on February 21 in each of 2008, 2009 and 2010.

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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