

ROBERSON CLAYTON E JR
Form 4
April 01, 2005

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 *
ROBERSON CLAYTON E JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O STEIN MORT INC, 1200 RIVERPLACE BLVD

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2005

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

Vice President, Controller

(Street)
JACKSONVILLE, FL 32207

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

(City) (State) (Zip)

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	(D)	Price
Common Stock, \$0.01 Par Value	03/30/2005		M		25,000	A	\$ 13.8125
Common Stock, \$0.01 Par Value	03/30/2005		S		25,000	D	\$ 21.98
Common Stock, \$0.01 Par Value	03/30/2005		M		10,000	A	\$ 11.1875

Common Stock, \$0.01 Par Value	03/30/2005	S	5,000	D	\$ 22	5,000	D
Common Stock, \$0.01 Par Value	03/30/2005	S	5,000	D	\$ 21.98	0	D

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

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(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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (to purchase)	\$ 13.8125	03/30/2005		M	25,000	<u>(1)</u>	03/14/2007	Common Stock, \$0.01 Par Value	25,000
Non-Qualified Stock Option (to purchase)	\$ 11.1875	03/30/2005		M	10,000	<u>(1)</u>	02/17/2007	Common Stock, \$0.01 Par Value	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERSON CLAYTON E JR C/O STEIN MORT INC 1200 RIVERPLACE BLVD JACKSONVILLE, FL 32207			Vice President, Controller	

Signatures

/s/ Clayton E.
Roberson, Jr.

04/01/2005

__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) Granted pursuant to Stein Mart, Inc. Employee Stock Option Plan. Shares vest 33% @ 3rd yr, 33% @ 4th yr & 34 % @ 5th yr.

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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