

7 ELEVEN INC
Form 4
April 25, 2005

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 *
SMITH BRYAN F JR

(Last) (First) (Middle)
2711 N. HASKELL AVE.

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
7 ELEVEN INC [SE]

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2005

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 below) ___ Other (specify below)
EVP, Gen. Counsel & Secretary

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock					43,606 ⁽¹⁾	D	
Common Stock	04/24/2005		F		912 ⁽²⁾	D	\$ 22.7
					43,067 ⁽³⁾	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. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 16.21					01/21/2005	01/21/2014	Common Stock	70,000
Employee Stock Options	\$ 6.88					03/07/2004	03/07/2013	Common Stock	84,000
Employee Stock Options	\$ 9.12					04/24/2003	04/24/2012	Common Stock	90,000
Employee Stock Options	\$ 10.92					05/14/2002	05/14/2011	Common Stock	40,000
Employee Stock Options	\$ 19					05/23/2001	05/23/2010	Common Stock	87,384
Employee Stock Options	\$ 22.79					01/17/2006	01/17/2015	Common Stock	42,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRYAN F JR 2711 N. HASKELL AVE. DALLAS, TX 75204			EVP, Gen. Counsel & Secretary	

Signatures

David T. Fenton,
Attorney-in-fact

04/25/2005

__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).

Represents the number of restricted stock units, each convertible into one share of the Issuer's Common Stock on the first day of the
(1) month following the Reporting Person's separation from employment with the Issuer, that have been awarded to the Reporting Person under the Issuer's 1995 Stock Incentive Plan.

(2) The Reporting Person surrendered the listed number of shares as of April 24, 2005, in order to satisfy tax withholding obligations arising from the vesting of 2,500 shares of restricted stock on that same date.

The listed number of shares includes (i) 50 shares held directly by the Reporting Person, (ii) 1,290 shares held for the benefit of the Reporting Person in an account with the administrator of the Issuer's Employee Stock Purchase Plan, Computershare Investor Services LLC, (iii) 8,426 shares of stock granted to the Reporting Person on April 24, 2002 and (iv) 33,301 shares acquired pursuant to stock option exercises under the Issuer's 1995 Stock Incentive Plan.
(3)

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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