

MULLINS SUZANNE
Form 4
February 23, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MULLINS SUZANNE

(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)
02/21/2006

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)
S.V.P., St. Oper., S&FSC

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$.01 per share | 02/21/2006 | | A | 1,400 | A \$ 0 19,222 ⁽⁹⁾ | D | |
| Common Stock, par value \$.01 per share | | | | | 19,000 ⁽²⁾ | I | See footnote 2 |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|---------------------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Options | \$ 6.5 | | | | | | | 09/16/2005 ⁽³⁾ | 09/16/2013 | Common |
| Stock Options | \$ 12.89 | | | | | | | 02/17/2006 ⁽¹⁾ | 02/17/2014 | Common |
| Stock Options | \$ 10.77 | | | | | | | 06/18/1993 | 06/18/2006 ⁽⁴⁾ | Common |
| Stock Options | \$ 9.25 | | | | | | | 05/04/2000 ⁽⁵⁾ | 05/04/2009 | Common |
| Stock Options | \$ 6.875 | | | | | | | 02/15/2002 ⁽⁶⁾ | 02/15/2010 | Common |
| Stock Options | \$ 10.132 | | | | | | | 09/27/2003 ⁽⁷⁾ | 09/27/2011 | Common |
| Stock Options | \$ 9.8 | | | | | | | 02/19/2004 | 02/19/2012 | Common |
| Stock Options | \$ 4.28 | | | | | | | 02/19/2005 ⁽⁸⁾ | 02/19/2013 | Common |
| Stock Options | \$ 15.2 | | | | | | | 02/15/2007 ⁽¹⁰⁾ | 02/15/2015 | Common |
| Stock Appreciation Rights | \$ 14.39 | 02/21/2006 | | A | | 3,250 | | 02/21/2008 ⁽¹¹⁾ | 02/21/2014 | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

MULLINS SUZANNE
600 CITADEL DRIVE
COMMERCE, CA 90040

S.V.P., St. Oper., S&FSC

Signatures

Suzanne Mullins 02/22/2006

 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) Previously reported options. 1/3 of the options become exercisable on February 17 in each of 2006, 2007, 2008.
- (2) Deferred smart shares held in the Company's Supplemental Deferred Compensation Plan.
- (3) 1/3 will become exercisable on 9/16/2005, 1/3 on 9/16/2006 and 1/3 on 9/16/2007
- (4) Previously reported fully vested options. The reported transaction involved only the extension of the term of the options. The options originally were to expire on 06/18/2001 and was extended to 06/18/2006.
- (5) Previously reported options. 1/5 of the options became exercisable on May 4 in each of 2000, 2001, 2002, 2003 and 2004.
- (6) Previously reported options. 1/3 became exercisable on 2/15 in each of 2002, 2003, 2004.
- (7) Previously reported options. 1/3 of the options became exercisable on 9/27/03 and 1/3 will become exercisable on 9/27 in each of 2004, 2005.
- (8) Previously reported options. 1/3 of the options become exercisable on 2/19 in each of 2005, 2006, 2007
- (9) Includes 10,076 previously reported vested smart shares, 3,333 restricted smart shares granted 2/05 and 1,400 restricted smart shares granted 2/06
- (10) Previously reported stock 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.
- (11) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.