

SMART & FINAL INC/DE
Form 4
May 19, 2006

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 *
ALVARADO DONALD G

(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
 Officer (give title below) ___ Other (specify below)
S.V.P., Gen Counsel, Secretary

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	05/16/2006		A	3,500	A \$ 0 17,616 ⁽¹⁾	D	
Common stock, par value \$.01 per share					24,076	I	Deferred smart shares, held in the Supplemental Deferred Compensation plan.

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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 of 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 ⁽²⁾	05/04/2009	Common	27,600
Stock Options	\$ 6.875					02/15/2002 ⁽³⁾	02/15/2010	Common	17,000
Stock Options	\$ 10.132					09/27/2003 ⁽⁴⁾	09/27/2011	Common	20,000
Stock Options	\$ 9.8					02/19/2004 ⁽⁵⁾	02/19/2012	Common	17,500
Stock Options	\$ 4.28					02/19/2005 ⁽⁶⁾	02/19/2013	Common	20,000
Stock Options	\$ 6.5					09/16/2005 ⁽⁷⁾	09/16/2013	Common	20,000
Stock Options	\$ 12.89					02/17/2006 ⁽⁸⁾	02/17/2014	Common	20,000
Stock Options	\$ 15.2					02/15/2007 ⁽⁹⁾	02/15/2015	Common	10,000
Stock Appreciation Rights	\$ 14.39					02/21/2008 ⁽¹⁰⁾	02/21/2014	Common	8,500

Reporting Owners

Reporting Owner Name / Address

Relationships

