

SMART & FINAL INC/DE

Form 3

October 02, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

John Willis

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/25/2006

3. Issuer Name and Ticker or Trading Symbol
SMART & FINAL INC/DE [SMF]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

600 CITADEL DRIVE

(Street)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Senior Vice President6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

COMMERCE, CA 90040

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$.01 per share

18,800 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock options	09/27/2003 ⁽²⁾	09/27/2011	Common	12,500	\$ 10.132	D	Â
Stock options	02/19/2004 ⁽³⁾	02/19/2012	Common	10,000	\$ 9.8	D	Â
Stock options	02/19/2005 ⁽⁴⁾	02/19/2013	Common	15,000	\$ 4.28	D	Â
Stock options	09/16/2005 ⁽⁵⁾	09/16/2013	Common	12,000	\$ 6.5	D	Â
Stock options	11/30/2005 ⁽⁶⁾	02/17/2014	Common	10,000	\$ 12.89	D	Â
Stock options	11/30/2005 ⁽⁷⁾	02/15/2015	Common	6,000	\$ 15.2	D	Â
Stock Appreciation Rights	02/21/2008 ⁽⁸⁾	02/21/2014	Common	8,500	\$ 14.39	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
John Willis 600 CITADEL DRIVE COMMERCE, CA 90040	Â	Â	Â Senior Vice President	Â

Signatures

John Willis 10/02/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 9,800 vested smart shares and 9000 unvested smart shares

(2) Grant to reporting person under the Company's Long Term Equity Compensation Plan. 1/3 of the options became exercisable on September 27 in each of 2003, 2004 and 2005.

(3) Grant to reporting person under the Company's Long Term Equity Compensation Plan. 1/3 of the options became exercisable on February 19 in each of 2004, 2005 and 2006.

(4) Grant to reporting person under the Company's Long Term Equity Compensation Plan. 1/3 of the options become exercisable on February 19 in each of 2005, 2006 and 1/3 of the options will become exercisable on February 19, 2007.

(5) Grant to reporting person under the Company's Long Term Equity Compensation Plan. 1/3 of the options became exercisable on September 16 in each of 2005 and 2006. 1/3 of the options will become exercisable on September 16, 2007.

(6) Grant to reporting person under the Company's Long Term Equity Compensation Plan. All options vested on November 30, 2005.

(7) Grant to reporting person under the Company's Long Term Equity Compensation Plan. All options vest November 30, 2005.

(8) 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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