

SMART & FINAL INC/DE  
Form 4  
May 19, 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 \*  
DELOLMO ANDRE

(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)  
Sr.V.P., 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock, par value \$.01 per share | 05/16/2006                           |  | A                              |   | 7,500   | A  | \$ 0                              |
| Common Stock, par value \$.01 per share |                                      |  |                                |   | 25,000  | I  | Deferred Smart Shares             |

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 Amount of Underlying Securities (Instr. 3 and 4) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Stock Options                              | \$ 10.132  |                                      |  |                                |   | 09/27/2003 <sup>(2)</sup>                                | 09/27/2011  | Common | 20,000                     |
| Stock Options                              | \$ 12.89   |                                      |  |                                |   | 02/17/2006 <sup>(3)</sup>                                | 02/17/2014  | Common | 30,000                     |
| Stock Options                              | \$ 5.49  |                                      |  |                                |   | 12/04/2004 <sup>(4)</sup>                                | 12/04/2012  | Common | 50,000                     |
| Stock Options                              | \$ 4.28  |                                      |  |                                |   | 02/19/2005 <sup>(5)</sup>                                | 02/19/2013  | Common | 60,000                     |
| Stock Options                              | \$ 6.5   |                                      |  |                                |   | 09/16/2005 <sup>(6)</sup>                                | 09/16/2013  | Common | 40,000                     |
| Stock Options                              | \$ 15.2  |                                      |  |                                |   | 02/15/2007 <sup>(7)</sup>                                | 02/15/2015  | Common | 15,000                     |
| Stock Appreciation Rights                  | \$ 14.39   |                                      |  |                                |   | 02/21/2008 <sup>(8)</sup>                                | 02/21/2014  | Common | 8,500                      |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| DELOLMO ANDRE<br>600 CITADEL DRIVE<br>COMMERCE, CA 90040 |               |           | Sr. V.P., S&FSC |       |

## Signatures

Andre Delolmo

05/17/2006

\*\*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) Includes 5,000 restricted smart shares granted 2/05, 6,500 restricted smart shares granted 2/06 and 7,500 restricted smart shares granted 5/06
- (2) Previously reported options. 1/3 of will be available for exercise on 9/27/2003, 1/3 on 9/27/2004 and 1/3 on 9/27/2005
- (3) Previously reported options. 1/3 of the options become exercisable on February 17 in each of 2006, 2007 & 2008.
- (4) Previously reported options. 1/3 will become exercisable in each of 12/4/04, 2005 and 2006.
- (5) Previously reported options. 1/3 will become exercisable on 2/19 in each of 2005, 2006 and 2007.
- (6) Previously reported options. 1/3 will become exercisable on 9/16 in each of 2005, 2006 and 2007.
- (7) Previously reported options. 1/3 of the options will become exercisable on February 15 in each of 2007, 2008 and 2009.
- (8) Previously reported options. 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.