SNEE TIMOTHY M Form 4/A April 03, 2003

SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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

Name and Address of Reporting Person*
 Snee, Timothy M.

(First)

(Middle) **600 Citadel Drive**

(Last)

(Street)
Commerce, CA 90040

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Smart & Final Inc. SMF

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for (Month/Day/Year

02/21/2003

5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Description Senior Vice
President, Buying, Smart & Final
Stores Corporation, a wholly owned
subsidiary of Smart & Final Inc.

- 7. 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. Transa Code (Inst	е	4. Securit n(A) or Dis (Instr. 3	posed	Of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and	6. Owner-ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	A/D	Price		(Instr.		
Common Stock, par value \$.01 pers hare	02/19/2003		A		15,000		\$	28,162(a)	D	None	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													

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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. Transactio Code (Instr.8)		5. Number of nDerivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Numb Deriva Secul Bene Owne Follov Repo Trans (Instr.
				Code	V	Α	D	DE	ED	Title	Amount or Number of Shares		
Stock Options	\$4.28			А		25,000		8,334 on 2/19/2005, 8,333 on 2/19/2006 and 8,333 on 2/19/2007	2/19/2013	Common	25,000	\$4.28	99,

Explanation of Responses:

(1) Includes 6,800 vested Smart Shares, 18,017 restricted Smart Shares and 3,345 directly held shares.

By: Date:

/s/ Timothy M. Snee 03/28/2003

Senior Vice President, Buying, Smart & Final Stores Corporation

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.

SEC 1474 (9-02)

^{**} Signature of Reporting Person

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

^{*} 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).