

SNEE TIMOTHY M
Form 4
February 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
SNEE TIMOTHY M

2. Issuer Name and Ticker or Trading Symbol
SMART & FINAL INC/DE [SMF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 CITADEL DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
S.V.P., Buying, S&FSC

COMMERCE, CA 90040
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	02/21/2006		A		3,500	A	\$ 0
					17,012 ⁽¹⁾	D	

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Options	\$ 9.25							05/04/2000 ⁽²⁾	05/04/2009	Common	15
Stock Options	\$ 6.875							02/15/2002 ⁽³⁾	02/15/2010	Common	17
Stock Options	\$ 10.132							09/27/2003 ⁽⁴⁾	09/27/2011	Common	20
Stock Options	\$ 9.8							02/19/2004 ⁽⁵⁾	02/19/2012	Common	22
Stock Options	\$ 4.28							02/19/2005 ⁽⁶⁾	02/19/2013	Common	25
Stock Options	\$ 6.5							09/16/2005 ⁽⁷⁾	09/16/2013	Common	20
Stock Options	\$ 12.89							02/17/2006 ⁽⁸⁾	02/17/2014	Common	30
Stock Options	\$ 15.2							02/15/2007 ⁽⁹⁾	02/15/2015	Common	12
Stock Appreciation Rights	\$ 14.39	02/21/2006		A		8,500		02/21/2008 ⁽¹⁰⁾	02/21/2014	Common	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNEE TIMOTHY M 600 CITADEL DRIVE COMMERCE, CA 90040			S.V.P., Buying, S&FSC	

Signatures

Timothy Snee

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) Includes 6,800 previously reported vested smart shares, 4,167 restricted smart shares granted 2/05 and 3500 restricted smart shares granted 2/06
- (2) Previously reported options. One fifth of the options became exercisable on May 4 in each of 2000, 2001, 2002, 2003 and 2004.
- (3) Previously reported options. One-third of the options became exercisable on 2/15 in each of 2002, 2003 and 2004.
- (4) Previously reported options. One-third of the options became exercisable on September 27 in each of 2003 and 2004. One-third will become exercisable on September 27, 2005.
- (5) Previously reported options. One-third of the options became exercisable on Feb. 19 in each of 2004 and 2005. One-third will become exercisable on Feb. 19, 2006.
- (6) Previously reported options. One-third of the options will become exercisable on Feb. 19, 2005. One-third will become exercisable in each of 2005 and 2006 and 2007.
- (7) Previously reported options. One-third will become exercisable on Sept. 16 in each of 2005, 2006 and 2007.
- (8) Previously reported options. One-third of the options become exercisable on February 17 in each of 2006, 2007, 2008.
- (9) Previously reported 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.
- (10) 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.