#### Edgar Filing: LINK RICHARD A - Form 4

LINK RICHARD A Form 4 February 23, 2006 <b>FORM 4</b> <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> <b>Washington, D.C. 20549</b> <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> <b>SECURITIES</b> 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 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> LINK RICHARD A			2. Issuer Name <b>and</b> Ticker or Trading Symbol SMART & FINAL INC/DE [SMF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	iddle) 3. Dat	3. Date of Earliest Transaction				ek an applicable)			
600 CITADEL DRIVE			(Month/Day/Year) 02/21/2006				Director 10% Owner X Officer (give title Other (specify below) V.P., Controller			
(Street) COMMERCE, CA 90040			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
		<b></b> .					Person			
(City)	(State) (Z	Zip) T	able I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code ar) (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	l (A) o l of (D	)	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 Common							7,500	I	Deferred Smart Shares	
Stock, par value \$.01 per share	02/21/2006		А	1,400	A	\$0	3,900 <u>(6)</u>	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# 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. Transacti Code (Instr. 8)	Securities	6. Date Exercisab Expiration Date (Month/Day/Year	tion Date		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nur of S	
Stock Options	\$ 6.5					09/16/2005 <u>(1)</u>	09/16/2013	Common	25,	
Stock Options	\$ 12.89					02/17/2006(2)	02/17/2014	Common	20,	
Stock Options	\$ 4.28					02/19/2005(3)	02/18/2013	Common	20,	
Stock Options	\$ 9.8					02/19/2004(4)	02/19/2012	Commer	5,	
Stock Options	\$ 10.19					12/05/2003 <u>(5)</u>	12/05/2011	Common	10,	
Stock Options	\$ 15.2					02/15/2007 <u>(7)</u>	02/15/2015	Common	7,:	
Stock Appreciation Rights	\$ 14.39	02/21/2006		A	3,250	02/21/2008(8)	02/21/2014	Common	3,2	

### **Reporting Owners**

Reporting Owner Name / Addr	ess	Relationships							
	Director	10% Owner	Officer	Other					
LINK RICHARD A 600 CITADEL DRIVE COMMERCE, CA 90040			V.P., Controller						
Signatures									
Richard Link	02/22/2006								
<b>**</b> 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) Previously reported options. 1/3 will become exercisable on 9/16/2005, 1/3 on 9/16/2006 and 1/3 on 9/16/2007
- (2) Previously reported options. 1/3 of the options become exercisable on February 17 in each of 2006, 2007, 2008.
- (3) Previously reported options. 1/3 will become exercisable on 2/19 in each of 2005, 2006 & 2007.
- (4) Previously reported options. 1/3 became exercisable on 2/19/2004 and 1/3 will become exercisable on 2/19 in each of 2005 and 2006.
- (5) Previously reported options. 1/3 became exercisable on 12/5/2003 and 1/3 will become exercisable on 12/5 in each of 2004 and 2005.
- (6) Includes 2,500 restricted smart shares granted 2/05 and 1,400 restricted smart shares granted 2/06
- Previously reported options. 1/3 of the options become exercisable on February 15 in each of 2007, 2008 and 2009 at an exercise price of \$15.20 per share.
- (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. 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.