

Smart & Final Stores, Inc.  
Form 4  
December 23, 2015

**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 \*  
Hong Eleanor

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

COMMERCE, CA 90040

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Smart & Final Stores, Inc. [SFS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2015

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)  
Senior VP and CMO

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
common stock, par value \$0.001	12/21/2015		M		7,397 (1)	A	\$ 12 73,147	D
common stock, par value \$0.001	12/21/2015		S		12,584 (2) (3)	D	\$ 17.4807 60,563	D
common stock par value \$0.001	12/22/2015		M		5,830 (1)	A	\$ 12 66,393	D

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common  
stock par  
value 12/22/2015 S 5,830  
(2) (4) D \$ 17.6654 60,563 D  
\$0.001

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

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(9-02)

**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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 12	12/21/2015		M	2,455	(5) 09/23/2024	common stock	83,333 (5)
Stock Option (right to buy)	\$ 12	12/21/2015		M	2,450	(6) 09/23/2024	common stock	111,917 (6)
Stock Option (right to buy)	\$ 12	12/21/2015		M	2,492	(6) 09/23/2024	common stock	69,333 (6)
Stock Option (right to buy)	\$ 12	12/22/2015		M	1,711	(5) 09/23/2024	common stock	80,878 (5)
Stock Option (right to buy)	\$ 12	12/22/2015		M	1,016	(6) 09/23/2024	common stock	109,467 (6)
Stock Option (right to buy)	\$ 12	12/22/2015		M	3,103	(6) 09/23/2024	common stock	66,841 (6)

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hong Eleanor 600 CITADEL DRIVE COMMERCE, CA 90040			Senior VP and CMO	

## Signatures

/s/ Richard N. Phegley, by power of attorney  
12/23/2015

\_\_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) These shares were acquired pursuant to exercises of stock options as described in Table II.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by Ms. Hong on November 19, 2015.

These shares are comprised of 7,397 shares acquired pursuant to exercises of stock options as described in Footnote 1 and 5,187 shares previously reported shares held directly by Ms. Hong, and were sold in multiple transactions at prices ranging from \$17.31 to \$17.64 per share. The price reported reflects the weighted average price. Ms. Hong undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(3) These shares are comprised of 5,830 shares acquired pursuant to exercises of stock options as described in Footnote 1, and were sold in multiple transactions at prices ranging from \$17.52 to \$17.94 per share. The price reported reflects the weighted average price. Ms. Hong undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The option was granted on September 23, 2014 and vests in five equal installments on September 23, 2015, 2016, 2017, 2018 and 2019.

(5) The option was granted on September 23, 2014 and vests in five equal installments on March 3, 2015, 2016, 2017, 2018 and 2019.

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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