

PODESCHI DAVID M
Form 4
July 22, 2005

FORM 4

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

OMB APPROVAL

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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 *
PODESCHI DAVID M

(Last) (First) (Middle)
2711 N. HASKELL AVE.
(Street)

DALLAS 75204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
7 ELEVEN INC [SE]

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, Merchandising

6. 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. 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)
				(A) or (D)	Price		
Common Stock					2,313 ⁽¹⁾	D	
Common Stock	07/22/2005		F	912 ⁽²⁾ D	\$ 33.32	16,860 ⁽³⁾	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Options	\$ 16.21					01/21/2005 01/21/2014	Common Stock	35,000
Employee Stock Options	\$ 6.88					03/07/2004 03/07/2013	Common Stock	70,000
Employee Stock Options	\$ 9.12					04/24/2003 04/24/2012	Common Stock	30,000
Employee Stock Options	\$ 10.92					05/14/2002 05/14/2011	Common Stock	10,000
Employee Stock Options	\$ 19					05/23/2001 05/23/2010	Common Stock	23,080
Employee Stock Options	\$ 9.38					10/08/2000 10/08/2009	Common Stock	11,800
Employee Stock Options	\$ 22.79					01/17/2006 01/17/2015	Common Stock	26,000
Employee Stock Options	\$ 24.43					05/02/2006 05/02/2015	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PODESCHI DAVID M
2711 N. HASKELL AVE.
DALLAS 75204

SVP, Merchandising

Signatures

David T. Fenton,
Attorney-in-Fact

07/22/2005

__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).

Represents the number of Restricted Stock Units, each convertible into one share of the Company's Common Stock on the first day of the
(1) month following the Reporting Person's separation from employment with the Issuer, granted under the Issuer's 1995 Stock Incentive Plan pursuant to the requirements of Rule 16b-3.

(2) The Reporting Person surrendered the listed number of shares as of July 22, 2005, in order to satisfy tax withholding obligations arising from the vesting of 2,500 shares of restricted stock on that same date.

The listed number of shares includes (i) 500 shares held in a brokerage account for Mr. and Mrs. David Podeschi; (ii) 8,426 shares of
(3) restricted stock granted to the Reporting Person on July 22, 2003; and (iii) 7,934 shares of stock acquired upon the exercise of stock options granted under the Issuer's 1995 Stock Incentive Plan.

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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