

Smart & Final Stores, Inc.  
 Form 4  
 September 25, 2014

**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)  
 09/23/2014

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
common stock, par value \$0.001	09/23/2014		A		49,583 (1)	A	\$ 0 59,083 D
common stock, par value \$0.001	09/23/2014		A		6,667 (2)	A	\$ 0 65,750 D

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <sup>(3)</sup>	\$ 12	09/23/2014		A	83,333	<sup>(3)</sup>	09/23/2024	common stock	83,333 <sup>(3)</sup>
Stock Option (right to buy) <sup>(4)</sup>	\$ 12	09/23/2014		A	111,917	<sup>(4)</sup>	09/23/2024	common stock	111,917 <sup>(4)</sup>
Stock Option (right to buy) <sup>(5)</sup>	\$ 12	09/23/2014		A	69,333	<sup>(5)</sup>	09/23/2024	common stock	69,333 <sup>(5)</sup>

## 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/ Phillipa M. Bond, by power of attorney  
09/25/2014

\*\*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) Represents a grant of restricted stock. The restrictions with respect to approximately 35% of the restricted stock lapse on March 3, 2018 and the restrictions with respect to approximately 65% of the restricted stock lapse on March 3, 2019.

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- (2) Represents a grant of restricted stock. The restrictions with respect to the restricted stock lapse on March 3, 2019.
- (3) The option vests in five equal installments on September 23, 2015, 2016, 2017, 2018 and 2019.
- (4) The option vests as follows: 29% on each of March 3, 2015, 2016 and 2017 and 13% on March 3, 2018.
- (5) The option vests as follows: 22% on each of March 3, 2015, 2016, 2017 and 2018 and 12% on March 3, 2019.

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.