Smart & Final Stores, Inc. Form 4/A

December 28, 2015

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

Check this box subject to

if no longer 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

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) 12/23/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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response...

Estimated average

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below) below) Senior VP and CMO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

(Instr. 3 and 4)

Reported

Form: Direct (I) Transaction(s)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

(Instr. 4)

6. Ownership

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 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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

D

S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12	12/21/2015		M		2,450	<u>(1)</u>	09/23/2024	common stock	69,333 (1) (2)
Stock Option (right to buy)	\$ 12	12/21/2015		M		2,492	<u>(1)</u>	09/23/2024	common stock	111,917 (1) (2)
Stock Option (right to buy)	\$ 12	12/22/2015		M		1,016	<u>(1)</u>	09/23/2024	common stock	66,883 (1) (2)
Stock Option (right to buy)	\$ 12	12/22/2015		M		3,103	<u>(1)</u>	09/23/2024	common stock	109,425 (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Hong Eleanor

600 CITADEL DRIVE Senior VP and CMO

COMMERCE, CA 90040

Signatures

/s/ Richard N. Phegley, by power of attorney 12/28/2015

**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) The option was granted on September 23, 2014 and vests in five equal installments on March 3, 2015, 2016, 2017, 2018 and 2019.
- Due to an administrative error, the Form 4 filed on December 23, 2015 transposed the number of shares exercised from two separate stock option grants. Each of the underlying grants contains the same grant date, expiration date, and vesting schedule. This amended Form 4 now contains the correct number of shares acquired pursuant to, and remaining after, such exercise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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