

STEIN MART INC
Form 4
August 02, 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 *
WILLIAMS JOHN H JR

(Last) (First) (Middle)

STEIN MARTIN INC, 1200 RIVERPLACE BLVD

(Street)

JACKSONVILLE, FL 32207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEIN MART INC [SMRT]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2005

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)
Vice Chairman

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 | (D) | Price |
| Common Stock, \$0.01 Par Value | 08/01/2005 | | M | | 75,000 | A | \$ 13.8125 |
| Common Stock, \$0.01 Par Value | 08/01/2005 | | S | | 4,000 | D | \$ 21.72 |
| Common Stock, \$0.01 Par Value | 08/01/2005 | | S | | 5,000 | D | \$ 21.75 |

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| | | | | | | | |
|---|------------|---|--------|---|-----------|---------|---|
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 10,000 | D | \$ 21.765 | 156,000 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 5,000 | D | \$ 21.77 | 151,000 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 7,500 | D | \$ 21.81 | 143,500 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 2,500 | D | \$ 21.85 | 141,000 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 5,000 | D | \$ 21.87 | 136,000 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 2,500 | D | \$ 21.89 | 133,500 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 2,500 | D | \$ 21.94 | 131,000 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 2,000 | D | \$ 21.95 | 129,000 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 1,100 | D | \$ 22.1 | 127,900 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 10,000 | D | \$ 22.3 | 117,900 | D |
| Common Stock, \$0.01 Par Value | 08/01/2005 | S | 5,400 | D | \$ 22.33 | 112,500 | D |
| | 08/01/2005 | S | 4,000 | D | \$ 22.35 | 108,500 | D |

Common
Stock,
\$0.01 Par
Value

Common
Stock,
\$0.01 Par
Value

Common
Stock,
\$0.01 Par
Value

Common
Stock,
\$0.01 Par
Value

08/01/2005 S 3,200 D \$ 22.4 105,300 D

08/01/2005 S 1,800 D \$ 22.41 103,500 D

08/01/2005 S 3,500 D \$ 22.64 100,000 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 required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (to purchase) | \$ 13.8125 | 08/01/2005 | | M | 75,000 (1) | (2) 03/14/2007 | Common Stock, \$0.01 Par Value |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Vice Chairman

WILLIAMS JOHN H JR
STEIN MARTIN INC
1200 RIVERPLACE BLVD
JACKSONVILLE, FL 32207

Signatures

/s/ John H.
Williams, Jr.

08/02/2005

__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).

(1) Shares exercised and sold in accordance with Rule 10b5-1 Trading Plan.

(2) Granted pursuant to Stein Mart, Inc. Employee Stock Option Plan. Shares vest 33% @ 3rd yr, 33% @ 4th yr & 34% @ 5th yr.

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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