

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hong Eleanor</u> (Last) (First) (Middle) 600 CITADEL DRIVE (Street) COMMERCE CA 90040 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Smart & Final Stores, Inc. [SFS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Senior VP and CMO
	3. Date of Earliest Transaction (Month/Day/Year) 12/23/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			
common stock, par value \$0.001	12/23/2015		M		11,441 ⁽¹⁾	A	\$12	72,004	D	
common stock, par value \$0.001	12/23/2015		S		16,628 ⁽²⁾⁽³⁾	D	\$18.0004	55,376	D	
Common stock par value \$0.001	12/24/2015		M		1,787 ⁽¹⁾	A	\$12	57,163	D	
Common stock par value \$0.001	12/24/2015		S		1,787 ⁽²⁾⁽⁴⁾	D	\$18.0017	55,376	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$12	12/23/2015		M		3,977	(5)	09/23/2024	common stock	79,167 ⁽⁵⁾	\$0	75,190	D	
Stock Option (right to buy)	\$12	12/23/2015		M		3,466	(6)	09/23/2024	common stock	65,867 ⁽⁶⁾	\$0	62,401	D	
Stock Option (right to buy)	\$12	12/23/2015		M		3,998	(6)	09/23/2024	common stock	106,322 ⁽⁶⁾	\$0	102,324	D	
Stock Option(right to buy)	\$12	12/24/2015		M		189	(5)	09/23/2024	Common stock	75,190 ⁽⁵⁾	\$0	75,001	D	
Stock Option(right to buy)	\$12	12/24/2015		M		1,598	(6)	09/23/2024	Common stock	102,324 ⁽⁶⁾	\$0	100,726	D	

Explanation of Responses:

- These shares were acquired pursuant to exercises of stock options as described in Table II.
- 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 11,441 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 \$18.00 to \$18.02 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.
- These shares are comprised of 1,787 shares acquired pursuant to exercises of stock options as described in Footnote 1, and were sold in multiple transactions at prices ranging from \$18.00 to \$18.03 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.
- The option was granted on September 23, 2014 and vests in five equal installments on September 23, 2015, 2016, 2017, 2018 and 2019.
- The option was granted on September 23, 2014 and vests in five equal installments on March 3, 2015, 2016, 2017, 2018 and 2019.

/s/ Richard N. Phegley, by power of attorney 12/28/2015
 ** Signature of Reporting Person Date

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

* 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).

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

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 Number.

Document Format Files

Seq	Description	Document	Type	Size
1	4	a4.html	4	
1	4	a4.xml	4	20426
	Complete submission text file	0001104659-15-086814.txt		21891