

| 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>Hirz David G.</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) X Director 10% Owner X Officer (give title below) Other (specify below) President & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/11/2016 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| common stock, par value \$0.001 | 01/11/2016 | | M | | 52,757 ⁽¹⁾ | A | \$2.09 | 77,757 | D | |
| common stock, par value \$0.001 | 01/11/2016 | | S | | 34,541 ⁽²⁾⁽³⁾ | D | \$18.1584 | 43,216 | D | |
| common stock, par value \$0.001 | 01/12/2016 | | M | | 14,824 ⁽¹⁾ | A | \$2.09 | 58,040 | D | |
| common stock, par value \$0.001 | 01/12/2016 | | S | | 14,824 ⁽²⁾⁽⁴⁾ | D | \$18.362 | 43,216 | 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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Stock Option (right to buy) ⁽⁵⁾ | \$2.09 | 01/11/2016 | | M | | 52,757 | | (5) | 04/06/2017 | common stock 1,081,290 ⁽⁵⁾ | \$0 | 1,028,533 | D | |
| Stock Option (right to buy) ⁽⁵⁾ | \$2.09 | 01/12/2016 | | M | | 14,824 | | (5) | 04/06/2017 | common stock 1,028,533 ⁽⁵⁾ | \$0 | 1,013,709 | 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 Mr. Hirz on December 11, 2015.
- These shares are comprised of shares acquired pursuant to exercises of stock options as described in Footnote 1, and were sold in multiple transactions at prices ranging from \$17.92 to \$18.44 per share. The price reported reflects the weighted average price. Mr. Hirz 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 shares acquired pursuant to exercises of stock options as described in Footnote 1, and were sold in multiple transactions at prices ranging from \$18.14 to \$18.63 per share. The price reported reflects the weighted average price. Mr. Hirz 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 April 6, 2010. A portion of the option was scheduled to vest ratably over four years following the date of grant, and the remainder of the option was scheduled to vest upon achievement by Smart & Final Holdings Corp. of certain performance measures. In connection with the acquisition of Smart & Final Holdings Corp. by Smart & Final Stores, Inc., this option accelerated and vested in accordance with its terms on November 15, 2012.

/s/ Richard N. Phegley, by power of attorney 01/13/2016
** 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 | 14145 |
| | Complete submission text file | 0001104659-16-089677.txt | | 15611 |