

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>Drew Scott R.</u>	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)	
	(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2016	X	Director 10% Owner Officer (give title below) Other (specify below) EVP, Operations
	(Street) SMART & FINAL STORES, INC. 600 CITADEL DRIVE	4. If Amendment, Date of Original Filed (Month/Day/Year)	X	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)	COMMERCE CA 90040			

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	07/01/2016		M		23,084 ⁽¹⁾	A	\$2.09	48,185	D	
common stock, par value \$0.001	07/01/2016		S		23,084 ⁽²⁾⁽³⁾	D	\$14.98	25,101	D	
common stock, par value \$0.001	07/05/2016		M		1,916 ⁽¹⁾	A	\$2.09	27,017	D	
common stock, par value \$0.001	07/05/2016		S		1,916 ⁽²⁾⁽⁴⁾	D	\$14.82	25,101	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						Title
Stock Option (right to buy)	\$2.09	07/01/2016		M		23,084		(5)	04/06/2017	Common Stock	115,140 ⁽⁵⁾	\$0	92,056	D	
Stock Option (right to buy)	\$2.09	07/05/2016		M		1,916		(5)	04/06/2017	Common Stock	92,056 ⁽⁵⁾	\$0	90,140	D	

Explanation of Responses:

- These shares were acquired pursuant to exercise 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. Drew on May 23, 2016.
- These shares are comprised of shares acquired pursuant to exercises of stock options as described in Footnote 1, and were sold in multiple transactions ranging from \$14.90 to \$15.06 per share. The price reported reflects the weighted average price. Mr. Drew 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 ranging from \$14.77 to \$14.86 per share. The price reported reflects the weighted average price. Mr. Drew 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/ Leland P. Smith, by power of attorney

07/06/2016

** 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	14057
	Complete submission text file	0001104659-16-131347.txt		15523