SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* Hirz David G.	2. Issuer Name **and** Ticker or Trading Symbol Smart & Final Stores, Inc. [SFS]	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
(Last) (First) (Middle) 600 CITADEL DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 10/03/2016	
(Street) COMMERCE CA 90040 (City) (State) (Zip)	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	10/03/2016		M		16,778(1)	A	$2.09	166,219	D	
common stock, par value $0.001	10/03/2016		S		16,778(2)(3)	D	$12.8	149,441	D	
common stock, par value $0.001	10/03/2016		M		52,857(1)	A	$2.09	202,298	D	
common stock, par value $0.001	10/03/2016		S		31,850(2)(4)	D	$12.79	170,448	D	
common stock, par value $0.01	10/04/2016		M		62,762(1)	A	$2.09	233,210	D	
common stock par value $0.01	10/04/2016		S		62,762(2)(5)	D	$12.78	170,448	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	Amount or Number of Shares				
Stock Option (right to buy)	$2.09	10/03/2016		M		16,778		(6)	04/06/2017	common stock	794,384(6)	$0	777,606	D	
Stock Option (right to buy)	$2.09	10/03/2016		M		52,857		(6)	04/06/2017	common stock	777,606(6)	$0	724,749	D	
Stock Option (right to buy	$2.09	10/04/2016		M		62,762		(6)	04/06/2017	common stock	724,749(6)	$0	661,987	D	

Explanation of Responses:

1. These shares were acquired pursuant to exercises of stock options as described in Table II.

2. The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 sales plan adopted by Mr. Hirz on August 10, 2016.

3. 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 $12.55 to $12.91 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.

4. 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 $12.56 to $12.90 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.

5. 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 $12.67 to $12.96 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.

6. 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 — 10/05/2016

** 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	19871
	Complete submission text file	0001104659-16-148913.txt		21337