

SMITH BRYAN F JR
Form 4
January 19, 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 *
SMITH BRYAN F JR

(Last) (First) (Middle)
2711 N. HASKELL AVE.

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
7 ELEVEN INC [SE]

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2005

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)
EVP, Gen. Counsel & Secretary

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					12,653	D ⁽¹⁾	
Common Stock					43,979 ⁽²⁾	D	

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

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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 Amount or Number of Shares
Employee Stock Options	\$ 16.21					01/21/2005 01/21/2014	Common Stock 70,000
Employee Stock Options	\$ 6.88					03/07/2004 03/07/2013	Common Stock 84,000
Employee Stock Options	\$ 9.12					04/24/2003 04/24/2012	Common Stock 90,000
Employee Stock Options	\$ 10.92					05/14/2002 05/14/2011	Common Stock 40,000
Employee Stock Options	\$ 19					05/23/2001 05/23/2010	Common Stock 87,300
Employee Stock Options	\$ 22.79	01/17/2005		A	42,250	01/17/2006 ⁽³⁾ 01/17/2015	Common Stock 42,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRYAN F JR 2711 N. HASKELL AVE. DALLAS, TX 75204			EVP, Gen. Counsel & Secretary	

Signatures

David T. Fenton,
Attorney-in-fact

01/19/2005

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).

Restricted Stock Units, each convertible into one share of the Company's Common Stock on the first day of the month following the

(1) Reporting Person's separation from employment with the Issuer, were granted under the Issuer's 1995 Stock Incentive Plan pursuant to the requirements of Rule 16b-3.

The listed number of shares includes (i) 50 shares held directly by the Reporting Person, (ii) 1,290 shares held for the benefit of the

(2) Reporting Person in an account with the administrator of the Issuer's Employee Stock Purchase Plan, Computershare Investor Services LLC, (iii) 9,338 shares of stock granted to the Reporting Person under the Issuer's 1995 Stock Incentive Plan on April 24, 2002 and (iv) 33,301 shares acquired pursuant to stock option exercises under the Issuer's 1995 Stock Incentive Plan.

Options were granted pursuant to the requirements of Rule 16b-3. None of the options may be exercised before January 17, 2006. The

(3) options vest and become exercisable in annual increments over a three-year period unless accelerated in accordance with the terms of the 1995 Stock Incentive Plan and the applicable award agreement.

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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