

STEIN MART INC
Form 4
June 03, 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 *
WILLIAMS JOHN H JR

(Last) (First) (Middle)

**STEIN MARTIN INC, 1200
RIVERPLACE BLVD**

(Street)

JACKSONVILLE, FL 32207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEIN MART INC [SMRT]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2005

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)
Vice Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, \$0.01 Par Value	06/01/2005		M	75,000 A \$ 13.8125	175,000	D	
Common Stock, \$0.01 Par Value	06/01/2005		S	2,000 D \$ 23.9429	173,000	D	
Common Stock, \$0.01 Par Value	06/01/2005		S	1,600 D \$ 23.9531	171,400	D	

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Common Stock, \$0.01 Par Value	06/01/2005	S	2,500	D	\$ 23.9912	168,900	D
Common Stock, \$0.01 Par Value	06/01/2005	S	900	D	\$ 24.0444	168,000	D
Common Stock, \$0.01 Par Value	06/01/2005	S	3,000	D	\$ 24.0456	165,000	D
Common Stock, \$0.01 Par Value	06/01/2005	S	1,000	D	\$ 24.13	164,000	D
Common Stock, \$0.01 Par Value	06/01/2005	S	1,200	D	\$ 24.1285	162,800	D
Common Stock, \$0.01 Par Value	06/01/2005	S	16,200	D	\$ 24.1	146,600	D
Common Stock, \$0.01 Par Value	06/01/2005	S	500	D	\$ 24.08	146,100	D
Common Stock, \$0.01 Par Value	06/01/2005	S	1,500	D	\$ 24.11	144,600	D
Common Stock, \$0.01 Par Value	06/01/2005	S	2,200	D	\$ 24.14	142,400	D
Common Stock, \$0.01 Par Value	06/01/2005	S	1,800	D	\$ 24.16	140,600	D
Common Stock, \$0.01 Par Value	06/01/2005	S	3,000	D	\$ 24.2	137,600	D
	06/01/2005	S	3,000	D		134,600	D

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Common Stock, \$0.01 Par Value					\$ 24.2109		
Common Stock, \$0.01 Par Value	06/01/2005	S	3,400	D	\$ 24.1958	131,200	D
Common Stock, \$0.01 Par Value	06/01/2005	S	10,000	D	\$ 24.1671	121,200	D
Common Stock, \$0.01 Par Value	06/01/2005	S	6,600	D	\$ 24.3424	114,600	D
Common Stock, \$0.01 Par Value	06/01/2005	S	4,000	D	\$ 24.314	110,600	D
Common Stock, \$0.01 Par Value	06/01/2005	S	3,500	D	\$ 24.2757	107,100	D
Common Stock, \$0.01 Par Value	06/01/2005	S	7,100	D	\$ 24.115	100,000	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

Non-Qualified Stock Option (to purchase)	\$ 13.8125	06/01/2005	M	75,000 <u>(1)</u>	<u>(2)</u>	03/14/2007	Common Stock, \$0.01 Par Value	75,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS JOHN H JR STEIN MARTIN INC 1200 RIVERPLACE BLVD JACKSONVILLE, FL 32207			Vice Chairman	

Signatures

/s/ John H.
Williams, Jr. 06/03/2005

 Signature of Reporting Date
Person

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).
- (1) Shares exercised and sold in accordance with Rule 10b5-1 Trading Plan.
- (2) Granted pursuant to Stein Mart, Inc. Employee Stock Option Plan. Shares vest 33% @ 3rd yr, 33% @ 4th yr & 34 % 5th yr.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.