

STEIN MART INC

Form 4

August 26, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kleffner Gregory W

(Last) (First) (Middle)

C/O STEIN MART, INC., 1200
RIVERPLACE BOULEVARD

(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)

08/24/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Financial Officer

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	08/24/2016		M		100	A \$ 5.48	248,688.41 D
Common Stock	08/24/2016		M		600	A \$ 4.93	249,288.41 D
Common Stock	08/24/2016		S ⁽¹⁾		900	D \$ 8.5	248,388.41 D
Common Stock	08/24/2016		S ⁽¹⁾		100	D \$ 8.51	248,288.41 D
Common Stock	08/25/2016		M		100	A \$ 5.48	248,388.41 D

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Common Stock	08/25/2016	M	400	A	\$ 4.93	248,788.41	D
Common Stock	08/25/2016	<u>S</u> ⁽¹⁾	700	D	\$ 8.5 <u>(2)</u>	251,246.73	D

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Fair Market Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
								Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.48	08/24/2016		M	100	<u>(3)</u>	07/31/2019	Common Stock 100
Employee Stock Option (right to buy)	\$ 4.93	08/24/2016		M	600	<u>(4)</u>	08/08/2022	Common Stock 600
Employee Stock Option (right to buy)	\$ 5.48	08/25/2016		M	100	<u>(3)</u>	07/31/2019	Common Stock 100
Employee Stock Option (right to buy)	\$ 4.93	08/25/2016		M	400	<u>(4)</u>	08/08/2022	Common Stock 400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kleffner Gregory W C/O STEIN MART, INC. 1200 RIVERPLACE BOULEVARD JACKSONVILLE, FL 32207			Chief Financial Officer	

Signatures

D. Hunt Hawkins,
attorney-in-fact

08/26/2016

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 24, 2016.
- (2) Includes 3,158.32 shares acquired under the SMRT employee stock purchase plan in June 2016.
- (3) Option grant vested 33% on 07/31/12, 33% on 07/31/13 and 34% on 07/31/14.
- (4) Option grant vests 33% on 08/08/15, 33% on 08/08/16 and 34% on 08/08/17.

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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