

STEIN JAY  
Form 4  
January 16, 2008

**FORM 4**

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

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 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 \*  
**STEIN JAY**

(Last) (First) (Middle)

1200 RIVERPLACE BLVD, 10TH FLOOR

(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)  
01/14/2008

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)

Chairman of the Board

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  | (A) or (D)   | Price   |
| Common Stock, \$0.01 Par Value  | 01/14/2008                           |  | P                              |   | 10,000  | A  | \$ 3.6 26,649   |
| Common Stock, \$0.01 Par Value  | 01/14/2008                           |  | P                              |   | 4,200   | A  | \$ 3.62 30,849  |
| Common Stock, \$0.01 Par Value  | 01/14/2008                           |  | P                              |   | 10,000  | A  | \$ 3.63 40,849  |

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|   |            |   |       |   |            |        |   |
|---|------------|---|-------|---|------------|--------|---|
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 4,165 | A | \$<br>3.64 | 45,014 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 3,900 | A | \$<br>3.65 | 48,914 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 600   | A | \$<br>3.66 | 49,514 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 5,832 | A | \$<br>3.67 | 55,346 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 800   | A | \$<br>3.68 | 56,146 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 600   | A | \$<br>3.69 | 56,746 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 4,100 | A | \$ 3.7     | 60,846 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 4,500 | A | \$<br>3.71 | 65,346 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 350   | A | \$ 3.8     | 65,696 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 100   | A | \$<br>3.81 | 65,796 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 2,265 | A | \$<br>3.82 | 68,061 | D |
|   | 01/14/2008 | P | 3,200 | A |            | 71,261 | D |

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|   |            |   |        |   |            |         |   |
|---|------------|---|--------|---|------------|---------|---|
| Common<br>Stock,<br>\$0.01 Par<br>Value |            |   |        |   | \$<br>3.84 |         |   |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 32,800 | A | \$<br>3.85 | 104,061 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 8,698  | A | \$<br>3.86 | 112,759 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 1,954  | A | \$<br>3.87 | 114,713 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 3,857  | A | \$<br>3.88 | 118,570 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 4,749  | A | \$<br>3.89 | 123,319 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 15,243 | A | \$ 3.9     | 138,562 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 580    | A | \$<br>3.91 | 139,142 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 1,342  | A | \$<br>3.92 | 140,484 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 7,100  | A | \$<br>3.93 | 147,584 | D |
| Common<br>Stock,<br>\$0.01 Par<br>Value | 01/14/2008 | P | 365    | A | \$<br>3.97 | 147,949 | D |
|   | 01/14/2008 | P | 4,200  | A |            | 152,149 | D |

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|                                |            |  |   |           |   |      |            |                         |                                    |
|--------------------------------|------------|--|---|-----------|---|------|------------|-------------------------|------------------------------------|
| Common Stock, \$0.01 Par Value |            |  |   |           |   | \$   | 3.98       |                         |                                    |
| Common Stock, \$0.01 Par Value | 01/11/2008 |  | G | 1,000,000 | D | \$ 0 | 13,441,278 | I <u>(1)</u>            | By Stein Ventures Ltd. Partnership |
| Common Stock, \$0.01 Par Value |            |  |   |           |   |      | 24,644     | I <u>(2)</u>            | By Cary Ventures                   |
| Common Stock, \$0.01 Par Value |            |  |   |           |   |      | 731,600    | I <u>(3)</u>            | By trust for benefit of spouse     |
| Common Stock, \$0.01 Par Value | 01/11/2008 |  | G | 500,000   | A | \$ 0 | 610,000    | I <u>(4)</u> <u>(5)</u> | By daughter                        |

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

**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 control number.**

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| STEIN JAY<br>1200 RIVERPLACE BLVD<br>10TH FLOOR<br>JACKSONVILLE, FL 32207 | X             | X         | Chairman of the Board |       |

## Signatures

/s/ Jay Stein                      01/16/2008

\_\_Signature of                      Date  
Reporting 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) Excludes a total of 515,201 shares transferred to indirect forms of ownership through Cary Ventures or a trust for the benefit of the reporting person since the date of the reporting person's last report.
- (2) Includes 15,152 shares transferred from Stein Ventures Limited Partnership since the date of the reporting person's last report.
- (3) Includes 500,000 shares transferred from Stein Ventures Limited Partnership since the date of the reporting person's last report.
- (4) Jay Stein, Custodian for Berry Hattie Stein.

The reporting person no longer has a reportable beneficial interest in 610,000 shares of common stock owned by his adult daughter, Jay Meredith Stein, and included in the reporting person's prior ownership reports. The 610,000 shares include 500,000 shares transferred by gift on January 11, 2008.

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