STEIN MART INC Form 4 August 19, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * METTLER ROBERT L

2. Issuer Name and Ticker or Trading Symbol

STEIN MART INC [SMRT]

(First) (Middle)

3. Date of Earliest Transaction

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

(Month/Day/Year)

08/17/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

JACKSVILLE, FL 32207

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

2. Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

Date Exercisable and

(Month/Day/Year)

7. Title and Am Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D) Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (to purchase)	\$ 10.5	08/17/2009		A	4,000	08/17/2012 <u>(1)</u>	08/17/2016	Common Stock, \$.01 par value
Non-Qualified Stock Option (to purchase)	\$ 10.5	08/17/2009		A	7,500	08/17/2012(2)	08/17/2016	Common Stock, \$.01 par

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

METTLER ROBERT L C/O STEIN MART, INC. 1200 RIVERPLACE BOULEVARD JACKSVILLE, FL 32207

Signatures

/s/ Robert L. 08/19/2009 Mettler

**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).
- Granted pursuant to Stein Mart, Inc. 2001 Omnibus Plan. One third of the options vest on each of the third, fourth and fifth anniversaries (1) of the grant date. Shares acquired on exercise of the options may not be sold until the earlier of (1) one year from the date of exercise, or (2) a change of control of the Company.
- Granted pursuant to Stein Mart, Inc. 2001 Omnibus Plan and vests 100% three years from the date of the grant. Shares acquired on (2) exercise of the options may not be sold until the earlier of (1) one year from the date of exercise, or (2) a change of control of the Company.

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.

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