

STEIN JAY  
Form 4  
August 31, 2011

**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)

**STEIN MART, INC., 1200  
RIVERPLACE BOULEVARD,  
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)  
**08/24/2011**

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                    | 08/24/2011                           |  | J(1)                           |   | 1,563,019   | D  | 11,878,260  | By Stein Ventures Ltd. P'shp. |
| Common Stock                    | 08/24/2011                           |  | J(1)                           |   | 15,631  | A  | 40,275  | By Cary Ventures              |
| Common Stock                    | 08/24/2011                           |  | J(1)                           |   | 1,547,388   | A  | 2,529,437   |                               |
| Common Stock                    | 08/24/2011                           |  | G                              |   | 773,694   | D  | \$ 0 1,755,743  |                               |
|                                 | 08/24/2011                           |  | G                              |   | 773,694   | D  | \$ 0 982,049  |                               |

|              |            |  |   |         |   |      |         |   |                                   |
|--------------|------------|--|---|---------|---|------|---------|---|-----------------------------------|
| Common Stock |            |  |   |         |   |      |         |   |                                   |
| Common Stock | 08/24/2011 |  | G | 773,694 | A | \$ 0 | 773,694 | I | Trust fbo daughter <sup>(2)</sup> |
| Common Stock | 08/24/2011 |  | G | 773,694 | A | \$ 0 | 773,694 | I | Trust fbo daughter <sup>(3)</sup> |
| Common Stock |            |  |   |         |   |      | 731,600 | I | Trust fbo spouse <sup>(4)</sup>   |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported 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>STEIN MART, INC.<br>1200 RIVERPLACE BOULEVARD, 10TH FLOOR<br>JACKSONVILLE, FL 32207 | X             |           | Chairman of the Board |       |

## Signatures

/s/ Mitchell W. Legler, Attorney-in-Fact for Jay  
Stein

08/31/2011

\_\_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) Pro rata distribution by limited partnership in which the reporting person is the sole limited partner and the sole owner of Cary Ventures, Inc., the general partner.
- (2) Shares are owned by the Berrie Hattie Stein 2011 Trust over which the reporting person has sole voting and dispositive power as trustee.
- (3) Shares are owned by the Jay Meredith Stein 2011 Trust over which the reporting person has sole voting and dispositive power as trustee.
- (4) Shares are owned by a trust for the benefit of the reporting person's spouse over which the reporting person has sole voting and dispositive power as trustee.

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.