

ROBERSON CLAYTON E JR

Form 4

April 01, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERSON CLAYTON E JR

(Last) (First) (Middle)

C/O STEIN MORT 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)

03/30/2005

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)

Vice President, Controller

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)
Common Stock, \$0.01 Par Value	03/30/2005		M	25,000	A \$ 13.8125	25,000	D
Common Stock, \$0.01 Par Value	03/30/2005		S	25,000	D \$ 21.98	0	D
Common Stock, \$0.01 Par Value	03/30/2005		M	10,000	A \$ 11.1875	10,000	D

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Common
Stock,
\$0.01 Par
Value

03/30/2005	S	5,000	D	\$ 22	5,000	D
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Common
Stock,
\$0.01 Par
Value

03/30/2005	S	5,000	D	\$ 21.98	0	D
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (to purchase)	\$ 13.8125	03/30/2005		M		25,000		<u>(1)</u>	03/14/2007	Common Stock, \$0.01 Par Value	25,000
Non-Qualified Stock Option (to purchase)	\$ 11.1875	03/30/2005		M		10,000		<u>(1)</u>	02/17/2007	Common Stock, \$0.01 Par Value	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROBERSON CLAYTON E JR C/O STEIN MORT INC 1200 RIVERPLACE BLVD JACKSONVILLE, FL 32207	Vice President, Controller

Signatures

/s/ Clayton E.
Roberson, Jr.

04/01/2005

__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) 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.

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