

STEIN JAY  
Form 4  
July 02, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
**06/30/2010**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 06/30/2010                           |  | P                              | 58,000  | A \$ 6.331<br>(1)   | 960,049  | D   |
| Common Stock                    | 07/01/2010                           |  | P                              | 814   | A \$ 5.9931<br>(2)  | 960,863  | D   |
| Common Stock                    | 07/01/2010                           |  | P                              | 21,186  | A \$ 6.0594<br>(3)  | 982,049  | D   |
| Common Stock                    |                                      |  |                                |   |   | 13,441,279   | I By Stein Ventures                                   |

|              |         |   |                                 |
|--------------|---------|---|---------------------------------|
| Common Stock | 24,644  | I | Ltd. P'shp.<br>By Cary Ventures |
| Common Stock | 731,600 | I | By trust for benefit of spouse  |
| Common Stock | 610,000 | I | 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.**

SEC 1474  
(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 Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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/ Jay Stein                      07/02/2010

\*\*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 price reported in column 4 is an average price. These shares were purchased in multiple transactions at prices ranging from \$6.17 to \$6.50 per share, inclusive. The reporting person undertakes to provide to Stein Mart, Inc. or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the range set forth herein.

(2) The price reported in column 4 is an average price. These shares were purchased in multiple transactions at prices ranging from \$5.9875 to \$5.995 per share, inclusive. The reporting person undertakes to provide to Stein Mart, Inc. or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the range set forth herein.

(3) The price reported in column 4 is an average price. These shares were purchased in multiple transactions at prices ranging from \$6.00 to \$6.10 per share, inclusive. The reporting person undertakes to provide to Stein Mart, Inc. or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the range set forth herein.

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.