LEGLER MITCHELL W

Form 4

March 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEGLER MITCHELL W Issuer Symbol STEIN MART INC [SMRT] (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

12/10/2010

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

6. Individual or Joint/Group Filing(Check

(Check all applicable)

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

> (Street) 4. If Amendment, Date Original

> > (Zip)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Filed(Month/Day/Year)

JACKSONVILLE, FL 32207

(State)

03/14/2011

(City)

Stock

1.Title of	2. Transaction Date	. Transaction Date 2A. Deemed		3. 4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	Ć		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
			(4)		Reported				
						Transaction(s)			
			C 1 W		or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	12/10/2010		$A^{(1)}$	14,787	Α	\$0	88,254	D	
Stock	12/10/2010		7 1 <u>~</u>	17,707	11	ΨΟ	00,234	Ъ	
~									
Common	02/01/2011		$A^{(2)}$	14,979	Α	\$0	103,233	D	
Stock	02/01/2011		^ 	11,277		ΨΟ	103,233	D	
						Ф			
Common						\$		_	
	02/14/2011		C	10 000	D	0.00	02 222	D	

10,000 D

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

S

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form

93,233

9.89

(3)

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

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	Expiration		or		
								Number			
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

LEGLER MITCHELL W C/O STEIN MART, INC. 1200 RIVERPLACE BOULEVARD JACKSONVILLE, FL 32207

X

Signatures

/s/ Mitchell W. 03/16/2011 Legler

> Date **Signature of

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).
- Performance shares acquired pursuant to Stein Mart, Inc. 2001 Omnibus Plan.
- Restricted shares acquired pursuant to Stein Mart, Inc. 2001 Omnibus Plan. One-half of the shares vest on each of February 1, 2012 and **(2)** 2013.

The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.87 to \$9.98,

inclusive. The reporting person undertakes to provide to Stein Mart, Inc., any security holder of Stein Mart, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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