

STEIN MART INC
Form 5/A
March 15, 2005

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STEIN JAY

(Last) (First) (Middle)

1200 RIVERPLACE BLVD, 10TH FLOOR

(Street)

JACKSONVILLE, FL 32207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEIN MART INC [SMRT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/29/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
03/15/2005

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 Reporting (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 at end of Issuer's Fiscal Year (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 ⁽⁸⁾ | 11/17/2004 | ^ | G | 202,020 D \$ ⁽¹⁾ | 15,461,530 | I | By Stein Ventures Ltd. Partnership. |
| Common Stock, \$0.01 Par Value ⁽⁸⁾ | 11/17/2004 | ^ | G | 2,020 A \$ ⁽⁴⁾ | 4,442 | I | By Cary Ventures |
| Common Stock, | 08/02/2004 | ^ | G | 300 D \$ ⁽⁶⁾ | 16,900 | D | ^ |

| | | | | | | | | | | |
|---|------------|---|---|---------|---|-------------------|---------|------------------|---|--------------|
| \$0.01 Par Value ⁽⁸⁾ | | | | | | | | | | |
| Common Stock, \$0.01 Par Value ⁽⁸⁾ | 11/17/2004 | Â | G | 200,000 | A | \$ ⁽⁷⁾ | 216,900 | D | Â | |
| Common Stock, \$0.01 Par Value ⁽⁸⁾ | 11/17/2004 | Â | G | 200,000 | D | \$ ⁽⁷⁾ | 16,900 | D | Â | |
| Common Stock, \$0.01 Par Value ⁽⁸⁾ | 11/17/2004 | Â | G | 200,000 | A | \$ ⁽⁵⁾ | 231,600 | I | | By spouse. |
| Common Stock, \$0.01 Par Value ⁽⁸⁾ | Â | Â | Â | Â | Â | Â | 110,000 | I ⁽²⁾ | | By daughter. |
| Common Stock, \$0.01 Par Value ⁽⁸⁾ | Â | Â | Â | Â | Â | Â | 110,000 | I ⁽³⁾ | | 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.

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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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

STEIN JAY
1200 RIVERPLACE BLVD
10TH FLOOR
JACKSONVILLE, FL 32207

X X Chairman of the Board

Signatures

/s/ Jay Stein 03/15/2005

**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) By Stein Ventures Ltd. Partnership.
- (2) Jay Stein, Custodian for Jay Meredith Stein.
- (3) Jay Stein, Custodian for Berry Hattie Stein.
- (4) By Cary Ventures.
- (5) By spouse.
- (6) Previously gifted shares were reregistered.
- (7) By Jay Stein.
- (8) Amendment filed to correct the fiscal year ended from 01/29/2004 to 01/29/2005 on the Form 5 filed earlier today.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.