

STEIN JAY  
Form 4  
September 26, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
STEIN MART, INC., 1200 RIVERPLACE BOULEVARD, 10TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
09/22/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and Interim CEO

(Street)  
JACKSONVILLE, FL 32207

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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					
			Code	V	Amount					
Common Stock	09/22/2011		P		2,500	A	\$ 5.9596	984,549	D	
Common Stock								773,694	I	Trust fbo daughter <sup>(1)</sup>
Common Stock								773,694	I	Trust fbo daughter <sup>(2)</sup>
Common Stock								731,600	I	Trust fbo spouse <sup>(3)</sup>
Common Stock								11,878,260	I	Stein Ventures

Common Stock		40,275	I	Limited Partnership Cary Ventures
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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 Reported Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN JAY STEIN MART, INC. 1200 RIVERPLACE BOULEVARD, 10TH FLOOR JACKSONVILLE, FL 32207	X		Chairman and Interim CEO	

## Signatures

/s/ Mitchell W. Legler, Attorney-in-Fact for Jay Stein  
Date: 09/26/2011

\_\_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) Shares are owned by the Berrie Hattie Stein 2011 Trust over which the reporting person has sole voting and dispositive power as trustee.

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- (2) Shares are owned by the Jay Meredith Stein 2011 Trust over which the reporting person has sole voting and dispositive power as trustee.
- (3) 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.

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