

STEIN MART INC  
Form 5  
March 15, 2016

**FORM 5**

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

OMB APPROVAL  
OMB Number: 3235-0362  
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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)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
See Remarks

**STEIN MART, INC., 1200 RIVERPLACE BOULEVARD**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**01/30/2016**

**JACKSONVILLE, FL 32207**  
  
(City) (State) (Zip)

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

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)
				(A) or (D) Amount Price			
Common Stock	02/05/2015	Â	G	312,500 D \$ 0	11,565,760	I	Stein Ventures Limited Partnership
Common Stock	04/09/2015	Â	G	647,500 D \$ 0	10,918,260	I	Stein Ventures Limited Partnership
Common Stock	04/10/2015	Â	G	6,000 D \$ 0	10,912,260	I	Stein Ventures

Common Stock	Â	Â	Â	Â	Â	Â	674,799	D	Â	Limited Partnership
Common Stock	Â	Â	Â	Â	Â	Â	731,600	I	Â	By trust for benefit of spouse
Common Stock	Â	Â	Â	Â	Â	Â	40,275	I	Â	Cary Ventures, Inc.
Common Stock	Â	Â	Â	Â	Â	Â	1,273,694	I	Â	By trust fbo daughter
Common Stock	Â	Â	Â	Â	Â	Â	773,694	I	Â	By trust fbo daughter

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

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SEC 2270 (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. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A) (D)			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN JAY STEIN MART, INC. 1200 RIVERPLACE BOULEVARD JACKSONVILLE, FL 32207	Â X	Â X	Â See Remarks	Â

## Signatures

/S/ HUNT HAWKINS,  
ATTORNEY-IN-FACT

03/04/2016

\_\_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).

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### Remarks:

Chairman^ and^ Chief^ Executive^ Officer

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.