

7 ELEVEN INC
Form 4
December 08, 2004

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH BRYAN F JR

(Last) (First) (Middle)

2711 N. HASKELL AVE.

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
7 ELEVEN INC [SE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock					12,653	D ⁽¹⁾	
Common Stock	12/06/2004		M	16,262 A	\$ 12.35 55,512	D	
Common Stock	12/06/2004		S	11,533 D ⁽²⁾	\$ 22.896 43,979 ⁽³⁾	D	

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

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information contained in this form are not
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displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 16.21					01/21/2005 01/21/2014	Common Stock 70,000
Employee Stock Options	\$ 6.88					03/07/2004 03/07/2013	Common Stock 84,000
Employee Stock Options	\$ 9.12					04/24/2003 04/24/2012	Common Stock 90,000
Employee Stock Options	\$ 10.92					05/14/2002 05/14/2011	Common Stock 40,000
Employee Stock Options	\$ 19					05/23/2001 05/23/2010	Common Stock 87,384
Employee Stock Options	\$ 12.35	12/06/2004		M	16,262	11/12/1998 11/12/2007	Common Stock 16,262

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH BRYAN F JR 2711 N. HASKELL AVE. DALLAS, TX 75204	EVP, Gen. Counsel & Secretary

Signatures

David T. Fenton,
Attorney-in-fact 12/08/2004

__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).

Restricted Stock Units, each convertible into one share of the Company's Common Stock on the first day of the month following the

- (1) Reporting Person's separation from employment with the Issuer, were granted under the Issuer's 1995 Stock Incentive Plan pursuant to the requirements of Rule 16b-3.

The listed number of shares were sold pursuant to a Rule 10b5-1 sales plan. In connection with the exercise of certain stock options

- (2) granted in 1997, 1998, and 1999, the Reporting Person (i) sold the number of shares necessary to pay fees, commissions, any applicable transfer and withholding taxes and the exercise price of the options exercised and (ii) retained the remaining shares.

The listed number of shares includes (i) 50 shares held directly by the Reporting Person, (ii) 1,290 shares held for the benefit of the

- (3) Reporting Person in an account with the administrator of the Issuer's Employee Stock Purchase Plan, Computershare Investor Services LLC, (iii) 9,338 shares of stock granted to the Reporting Person under the Issuer's 1995 Stock Incentive Plan on April 24, 2002 and (iv) 33,301 shares acquired pursuant to stock option exercises under the Issuer's 1995 Stock Incentive Plan.

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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