

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>STEIN JAY</b>  (Last) (First) (Middle) <b>STEIN MART, INC.</b> <b>1200 RIVERPLACE BOULEVARD, 10TH FLOOR</b>  (Street) <b>JACKSONVILLE FL 32207</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>STEIN MART INC [ SMRT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/28/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/28/2018		J <sup>(D)</sup>		3,581,165	D	\$2.56	0	I	By Berry Hattie Stein Grantor Retained Annuity Trust
Common Stock	06/28/2018		J <sup>(D)</sup>		3,581,165	A	\$2.56	6,093,634	D	
Common Stock	06/28/2018		J <sup>(D)</sup>		3,581,165	D	\$2.56	0	I	By Jay Meredith Stein Grantor Retained Annuity Trust
Common Stock	06/28/2018		J <sup>(D)</sup>		3,581,165	A	\$2.56	9,674,799	D	
Common Stock	06/29/2018		G	V	4,500,000	D	\$0.00	5,174,799	D	
Common Stock	06/29/2018		G	V	4,500,000	A	\$0.00	4,500,000	I	By Berry Hattie Stein 2018 Grantor Retained Annuity Trust
Common Stock	06/29/2018		G	V	4,500,000	D	\$0.00	674,799	D	
Common Stock	06/29/2018		G	V	4,500,000	A	\$0.00	4,500,000	I	By Jay Meredith Stein 2018 Grantor Retained Annuity Trust
Common Stock								2,468,826	I	Stein Ventures Limited Partnership

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								133,709	I	Cary Ventures, Inc.
Common Stock								1,273,694	I	By trust for benefit of family
Common Stock								773,694	I	By trust for benefit of family
Common Stock								731,600	I	By trust for benefit of family
Common Stock								250,000	I	By trust for benefit of family

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. In accordance with the provisions of each of the Berry Hattie Stein Grantor Retained Annuity Trust and the Jay Meredith Stein Grantor Retained Annuity Trust (together, the "GRATs"), Jay Stein elected to substitute certain assets for 3,581,165 shares of common stock of Stein Mart, Inc. from each of the GRATs (the "Substitutions"). The Substitutions may be deemed to be purchases. The purchase price reflects the average of the high and low price of the shares of common stock of Stein Mart, Inc. on the date of the Substitutions in accordance with the terms of the GRATs.

**Remarks:**

D. Hunt Hawkins, attorney-in- 07/02/2018  
fact

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.