

ROSE GARY R
Form 4
January 19, 2005

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 *
ROSE GARY R

(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)
01/17/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & Chief Operating Officer

6. Individual or Joint/Group Filing(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 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 (D) Price			
Common Stock					15,526 ⁽¹⁾	D	
Common Stock					29,880 ⁽²⁾	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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(9-02)

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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)	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	84,000
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	63,800
Employee Stock Options	\$ 22.79	01/17/2005		A	48,750	01/17/2006 ⁽³⁾ 01/17/2015	Common Stock	48,750

Reporting Owners

Reporting Owner Name / Address	Relationships
ROSE GARY R 2711 N. HASKELL AVE. DALLAS, TX 75204	Director 10% Owner Officer Other EVP & Chief Operating Officer

Signatures

David T. Fenton,
Attorney-in-fact 01/19/2005

__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).

Represents the number of Restricted Stock Units, each convertible into one share of the Issuer's Common Stock on the first day of the month following the Reporting Person's separation from employment with the Issuer, that have been awarded to the Reporting Person under the Issuer's 1995 Stock Incentive Plan as part of the Reporting Person's Annual Performance Incentive for 2003 and 2004.

The listed number of shares includes (i) 200 shares held directly, (ii) 1,290 shares held for the benefit of the Reporting Person in an account with the administrator of the Issuer's Employee Stock Purchase Plan, Computershare Investor Services LLC, (iii) 10,000 shares of stock granted to the Reporting Person under the Issuer's 1995 Stock Incentive Plan on April 24, 2002 and (iv) 18,390 shares acquired pursuant to stock option exercises under the Issuer's 1995 Stock Incentive Plan.

Options were granted pursuant to the requirements of Rule 16b-3. None of the options may be exercised before January 17, 2006. The options vest and become exercisable in annual increments over a three-year period unless accelerated in accordance with the terms of the 1995 Stock Incentive Plan and the applicable award agreement.

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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