

PODESCHI DAVID M

Form 4

July 22, 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 *
PODESCHI DAVID M

(Last) (First) (Middle)

2711 N. HASKELL AVE.

(Street)

DALLAS 75204

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2005

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)

SVP, Merchandising

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 Ownership (Instr. 4)	
Common Stock				(A) or (D)	Price			
				Code V	Amount			
Common Stock	07/22/2005		F	912 (2)	D	\$ 33.32	16,860 (3)	D

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

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SEC 1474
(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)		8. F Der Sec (Ins
				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	35,000	
Employee Stock Options	\$ 6.88					03/07/2004	03/07/2013	Common Stock	70,000	
Employee Stock Options	\$ 9.12					04/24/2003	04/24/2012	Common Stock	30,000	
Employee Stock Options	\$ 10.92					05/14/2002	05/14/2011	Common Stock	10,000	
Employee Stock Options	\$ 19					05/23/2001	05/23/2010	Common Stock	23,080	
Employee Stock Options	\$ 9.38					10/08/2000	10/08/2009	Common Stock	11,800	
Employee Stock Options	\$ 22.79					01/17/2006	01/17/2015	Common Stock	26,000	
Employee Stock Options	\$ 24.43					05/02/2006	05/02/2015	Common Stock	14,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

PODESCHI DAVID M
2711 N. HASKELL AVE.
DALLAS 75204

SVP, Merchandising

Signatures

David T. Fenton,
Attorney-in-Fact

07/22/2005

__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 Company's Common Stock on the first day of the
- (1) month following the Reporting Person's separation from employment with the Issuer, granted under the Issuer's 1995 Stock Incentive Plan pursuant to the requirements of Rule 16b-3.
 - (2) The Reporting Person surrendered the listed number of shares as of July 22, 2005, in order to satisfy tax withholding obligations arising from the vesting of 2,500 shares of restricted stock on that same date.
 - (3) The listed number of shares includes (i) 500 shares held in a brokerage account for Mr. and Mrs. David Podeschi; (ii) 8,426 shares of restricted stock granted to the Reporting Person on July 22, 2003; and (iii) 7,934 shares of stock acquired upon the exercise of stock options granted 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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