

SALES WAYNE C
Form 4
August 03, 2012

FORM 4

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SALES WAYNE C

2. Issuer Name and Ticker or Trading Symbol
SUPERVALU INC [SVU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11840 VALLEY VIEW ROAD

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO & Chairman

(Street)
EDEN PRAIRIE, MN 55344

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0 ⁽¹⁾	08/02/2012		447,155 <u>(1)</u>	A				08/02/2014 ⁽¹⁾	08/02/2014 ⁽¹⁾	Common Stock
Restricted Stock Units	\$ 0 ⁽²⁾	08/02/2012		447,155	A				08/02/2014 ⁽³⁾	<u>(3)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALES WAYNE C 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344	X		President, CEO & Chairman	

Signatures

By: Todd N. Sheldon, Attorney in Fact For: Wayne C.
Sales 08/03/2012

__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).
- The performance stock units represent a contingent right to receive shares of SUPERVALU common stock on the second anniversary of the grant date based on achievement of the performance criteria set forth in the award agreement. The number of performance stock units
- (1) set forth above reflects the target number of shares of common stock subject to the award. The actual number of shares of common stock to be issued to the holder upon vesting of the performance stock units will be determined one year from the date of grant and can range from 0% to 300% of the target number of shares listed above.
 - (2) Each restricted stock unit represents a contingent right to receive one share of SUPERVALU common stock.
- The restricted stock units will be converted into shares of SUPERVALU common stock on the second anniversary of the grant date,
- (3) unless such units were vested and converted earlier upon a change of control of the company or upon the holder's separation from service, death or disability.

Note: File three copies of this Form, one of which must be manually signed. If space 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.