SUPERVALU INC
Form 4
May 01, 2015

# 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

(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> Casteel Ritchie | 2. Issuer Name **and** Ticker or Trading Symbol <br> **SUPERVALU INC [SVU]** | 5. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) |
|---|---|---|
| (Last) (First) (Middle) <br><br> 11840 VALLEY VIEW ROAD | 3. Date of Earliest Transaction (Month/Day/Year) <br> 04/30/2015 | _____ Director  _____ 10% Owner <br> __X__ Officer (give title _____ Other (specify below)  below) <br> CEO & President Save-A-Lot |
| (Street) <br><br><br> EDEN PRAIRIE, MN 55344 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ 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 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 | 04/30/2015 | | A[(1)] | | 38,396 | A | $ 0 | 44,549 | D | |

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

**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 control number.**

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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 Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) [(2)] | $ 8.79 | 04/30/2015 | | A | | 87,987 | | [(3)] | 04/30/2025 | Common Stock | 87,9 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Casteel Ritchie<br>11840 VALLEY VIEW ROAD<br>EDEN PRAIRIE, MN 55344 | | | CEO & President Save-A-Lot | |

# Signatures

By: Stuart McFarland, Attorney in Fact For: Ritchie L. Casteel

05/01/2015

[**]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).

**(1)**   Award of restricted stock to reporting person pursuant to the Issuer's 2012 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.

**(2)**   Grant to reporting person of option to purchase shares of common stock under Issuer's 2012 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.

**(3)**   Vesting occurs and the option becomes exercisable as to 34% of the shares on the first anniversary, 33% of the shares on the second anniversary and 33% of the shares on the third anniversary of the grant date.

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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