#### WINN DIXIE STORES INC

Form 4

September 23, 2008

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

OMB Number:

Expires:

3235-0287 January 31,

2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

**OMB APPROVAL** 

response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* HENRY DAVID F

(First)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol WINN DIXIE STORES INC

[WINN]

(Month/Day/Year)

(Check all applicable)

SVP, Marketing

(Middle)

(Zip)

3. Date of Earliest Transaction

09/22/2008

Director X\_ Officer (give title

10% Owner Other (specify

C/O WINN-DIXIE STORES. INC., 5050 EDGEWOOD CT.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Applicable Line)

JACKSONVILLE, FL 32254

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

D

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) or Code V

Reported Transaction(s) (Instr. 3 and 4)

Price (D) Amount \$0

(1)

Common Stock

09/22/2008(1)

J(1)

10.869 (1)

 $14,450 \stackrel{(2)}{=}$ 

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: WINN DIXIE STORES INC - Form 4

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. Transactio Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	Title and Amount of Underlying Securities Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

# **Reporting Owners**

JACKSONVILLE, FL 32254

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HENRY DAVID F							
C/O WINN-DIXIE STORES, INC.			SVP,				
5050 EDGEWOOD CT.			Marketing				

## **Signatures**

/s/ Larry B. Appel Attorney-in-Fact 09/22/2008

\*\*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 10,869 Restricted Stock Units ("RSUs") that were granted on February 22, 2007 that have not yet vested. The grant of these RSUs was previously and timely reported in Table II. The Issuer's method of reporting RSU grants (which may be settled only in Issuer stock) has been revised to report such grants in Table I rather than as previously reported in Table II. The RSUs vest in three equal installments beginning on the the first anniversary of the date of grant.
- (2) The amount of securities owned balance includes 10,869 RSUs for which stock certificates will be issued upon vesting.

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.

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