

Smits James P
Form 3
January 18, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Smits James P | | (Month/Day/Year) | WINN DIXIE STORES INC [WINN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 5050 EDGEWOOD COURT | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) GVP, Perishables | |
| JACKSONVILLE, Â FL Â 32254 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,470 | D | Â |
| Common Stock | 3,799 ⁽¹⁾ | D | Â |
| Common Stock | 3,405 ⁽²⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|---|
| Option | Â (3) | 12/09/2016 | Common Stock | 10,552 | \$ 10.53 | D | Â |
| Option | Â (4) | 11/10/2017 | Common Stock | 6,306 | \$ 7.11 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smits James P 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254 | Â | Â | Â GVP, Perishables | Â |

Signatures

/s/ Timothy L. Williams, as attorney-in-fact for James P. Smits 01/18/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. The outstanding RSUs become vested, and certificates for shares of common stock become deliverable, in equal annual installments on each of 12/9/2011 and 12/9/2012.
 - (2) Represents RSUs awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. The restricted stock units vest in three equal annual installments beginning on November 10, 2011.
 - (3) Of the 10,552 outstanding options, there are 3,517 options that are vested and fully exercisable. The remaining 7,035 options shall vest in two annual installments on each of 12/9/2011 and 12/9/2012.
 - (4) The Option shall vest in equal annual installments over 3 years beginning on November 10, 2011.

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.