

Smits James P
Form 4
March 13, 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 *
Smits James P

2. Issuer Name and Ticker or Trading Symbol
WINN DIXIE STORES INC
[WINN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5050 EDGEWOOD COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
GVP, Perishables

JACKSONVILLE, FL 32254

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 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 or Price | | |
| Common Stock | 03/09/2012 | | A ⁽¹⁾ | | 4,273 <u>(1)</u> | A | \$ 0 18,657 D |
| Common Stock | 03/09/2012 | | A ⁽¹⁾ | | 4,257 <u>(1)</u> | A | \$ 0 22,914 D |
| Common Stock | 03/09/2012 | | A ⁽¹⁾ | | 4,335 <u>(1)</u> | A | \$ 0 27,249 D |
| Common Stock | 03/09/2012 | | D ⁽²⁾⁽³⁾ | | 19,925 <u>(3)</u> | D | \$ 9.5 7,324 D |
| Common Stock | 03/09/2012 | | D ⁽²⁾⁽⁴⁾ | | 7,324 <u>(4)</u> | D | \$ 9.5 0 D |

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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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option | \$ 6.24 | 03/09/2012 | | D ⁽⁵⁾ | 5,352 | ⁽⁵⁾ 11/09/2018 | Common Stock | 5,352 |
| Option | \$ 7.11 | 03/09/2012 | | D ⁽⁵⁾ | 6,306 | ⁽⁵⁾ 11/10/2017 | Common Stock | 6,306 |

Reporting Owners

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

Signatures

Timothy L. Williams, as attorney-in-fact 03/13/2012

**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).

(1) Represents acceleration of performance based RSUs pursuant to the terms of the Restricted Stock Unit Award Agreement.

(2) On March 9, 2012 Winn-Dixie Stores, Inc. was acquired by BI-LO, LLC with BI-LO paying \$9.50 for each share of Winn-Dixie common stock outstanding (the Merger). Dispositions by reporting person in the Merger were approved in advance by the Winn-Dixie board of directors.

(3)

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In connection with the terms of the Merger, restricted stock units held by reporting person were converted into the \$9.50 per share merger consideration.

- (4) In connection with the terms of the Merger, common shares held by reporting person subject were converted into the \$9.50 per share merger consideration.

- (5) In connection with the terms of the Merger, each stock option was cancelled and reporting person received consideration equal to the number of shares subject of the option multiplied by the difference between the exercise price and \$9.50, with no consideration being paid for stock options having exercise prices greater than \$9.50.

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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