

Pichulo Philip E  
Form 4/A  
December 23, 2009

**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

## OMB APPROVAL

OMB  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pichulo Philip E

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/04/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
GVP, Development

(Street)  
JACKSONVILLE, FL 32254

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/06/2009

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(1) (2)                                                                                                  | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 11/04/2009                              |                                                             | A                                       |                                                                            | 3,776<br>(1) (2)                                                                                                   | A                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                         |                                                                            | 19,480 (1) (3)                                                                                                     | 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  
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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: Pichulo Philip E - Form 4/A

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                                 | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares                              |
| Option                                              | \$ 11.32                                                              | 11/04/2009                              |                                                             | A                                       | 6,993<br>(1)                                                                                                    | (4) 11/04/2016                                                 | Common<br>Stock                                                     | 6,993<br>(1)                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| Pichulo Philip E<br>C/O WINN-DIXIE STORES, INC.<br>5050 EDGEWOOD CT.<br>JACKSONVILLE, FL 32254 | GVP,<br>Development              |

## Signatures

/s/ Larry B. Appel  
Attorney-in-Fact

12/23/2009

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) This amendment is being filed to correct an administrative error in the issuer's internal reporting of the number of units awarded.

Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. The RSUs become vested, and certificates for shares of common stock become deliverable, in three equal annual installments beginning on the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.

(3) The amount of securities owned balance includes 12,254 RSUs for which stock certificates will be issued upon vesting.

(4) The Option shall vest in equal annual installments over 3 years beginning with the first anniversary of the date of grant.

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.