

NUSSBAUM BENNETT

Form 4

November 14, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NUSSBAUM BENNETT

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)
11/09/2011

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP and CFO

(Street)
JACKSONVILLE, FL 32254

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
Common Stock	11/09/2011		A	(1) 12,564 A \$ 0	83,712	D	
Common Stock	11/10/2011		A	(2) 3,701 A \$ 0	87,413	D	
Common Stock	11/11/2011		S	(3) 4,097 D \$ 6.67	83,316 (4)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V	(A)	(D)	Title		
Option	\$ 7.11	11/10/2010		A		27,412	<u>(5)</u>	11/10/2017	Common Stock	27,412

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NUSSBAUM BENNETT C/O WINN-DIXIE STORES, INC. 5050 EDGEWOOD CT. JACKSONVILLE, FL 32254	SVP and CFO

Signatures

/s/ Timothy L. Williams, as
attorney-in-fact

11/14/2011

__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 Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2012 Equity Incentive Plan. The RSUs become vested, and certificates for shares of common stock become deliverable, in three 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.

(2) Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan that were subject to achievement of certain performance criteria determined as to 1/3 of the award each year beginning with the first year after grant. The aggregate performance RSU's were originally awarded on November 10, 2010. The first year performance criteria were met on November 10, 2011 and the RSU's vested as to 1/3 of the original award. Each RSU represents a right to receive one share of Winn-Dixie Stores, Inc. common stock.

(3) Shares sold to satisfy tax withholding obligations that became due upon the vesting of RSU's.

(4) The amount of securities owned balance includes 39,136 RSUs for which stock certificates will be issued upon vesting.

(5) 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.

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