

Kellmanson Mary
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 *
Kellmanson Mary

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
GVP, Marketing

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

(Street)

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

JACKSONVILLE, FL 32254

(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 (A) or (D) Price			
Common Stock	03/09/2012		A ⁽¹⁾	2,186 <u>(1)</u>	A \$ 0 16,570	D	
Common Stock	03/09/2012		A ⁽¹⁾	2,832 <u>(1)</u>	A \$ 0 19,402	D	
Common Stock	03/09/2012		A ⁽¹⁾	4,257 <u>(1)</u>	A \$ 0 23,659	D	
Common Stock	03/09/2012		A ⁽¹⁾	4,335 <u>(1)</u>	A \$ 0 27,994	D	
Common Stock	03/09/2012		D ⁽²⁾⁽³⁾	22,107 <u>(3)</u>	D \$ 9.5 5,887	D	

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Common Stock 03/09/2012 D(2)(4) 5,887(4) D \$ 9.50 D

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	\$ 7.11	03/09/2012		D(5)	6,306	(5) 11/10/2017	Common Stock	6,306
Option	\$ 6.24	03/09/2012		D(5)	5,352	(5) 11/09/2018	Common Stock	5,352

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kellmanson Mary C/O WINN-DIXIE STORES, INC. 5050 EDGEWOOD CT. JACKSONVILLE, FL 32254			GVP, Marketing	

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).

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- (1) Represents acceleration of performance based RSUs pursuant to the terms of the Restricted Stock Unit Award Agreement.
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.
- (2)
- (3) 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.
In connection with the terms of the Merger, each stock option was cancelled and reporting person received consideration equal to the
- (5) 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. 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.