

PUBLIX SUPER MARKETS INC
 Form 5
 January 30, 2015

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person * PHILLIPS DAVID P
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol PUBLIX SUPER MARKETS INC [NONE]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/28/2014

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

6. Individual or Joint/Group Reporting (check applicable line)
 ___ Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

P.O. BOX 407
 (Street)
 LAKELAND, FL 33802
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/22/2014 | Â | J | 128,689 | A | \$ 30.15 | 218,675 | I | By GRAT |
| Common Stock | 04/22/2014 | Â | J | 128,689 (1) | D | \$ 30.15 | 25,500 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,777.5649 | I | By 401(k) (2) |
| Common Stock | Â | Â | Â | Â | Â | Â | 14,000 | I | By Custodian For |

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-------------|---|----------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 65,494.0817 | I | Children By ESOP (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 17,025 | I | By IRA |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| SERP Stock | Â | Â | Â | Â | Â (A) Â (D) | Â (4) Â (4) | Common Stock | 5,846.6422 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PHILLIPS DAVID P P.O. BOX 407 LAKELAND, FL 33802 | Â | Â | Â Chief Financial Officer | Â |

Signatures

/s/ Monica Allman, POA on file for David Phillips 01/30/2015

__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) Reflects transfers for no consideration that did not result in a change in the reporting person's pecuniary interest and are therefore exempt pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.
- (2) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).

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(3) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).

Each share of SERP stock is the economic equivalent of one share of common stock. The shares of SERP stock become payable in

(4) common stock upon the reporting person's termination of employment in accordance with the Publix Super Markets, Inc. Supplemental Executive Retirement Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.