

WINN DIXIE STORES INC  
Form 15-12B  
March 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-03657

**Winn-Dixie Stores, Inc.**

(Exact name of registrant as specified in its charter)

5050 Edgewood Court

Jacksonville, Florida 32254-3699

(904) 783-5000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Stock, par value \$0.001 per share**  
(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)                      x

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Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: One (1) holder

Pursuant to the requirements of the Securities Exchange Act of 1934, *Winn-Dixie Stores, Inc.* has caused this certification and notice to be signed on its behalf by the undersigned duly authorized person.

WINN-DIXIE STORES, INC.

Date: March 19, 2012

By: /s/ Brian Carney  
Name: Brian Carney  
Title: Vice President