

NUSSBAUM BENNETT
Form 4
March 13, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
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)

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

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

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 or Price		
Common Stock	03/09/2012		A ⁽¹⁾		15,363 <u>(1)</u>	A	\$ 0 98,679 D
Common Stock	03/09/2012		A ⁽¹⁾		12,310 <u>(1)</u>	A	\$ 0 110,989 D
Common Stock	03/09/2012		A ⁽¹⁾		21,000 <u>(1)</u>	A	\$ 0 131,989 D
Common Stock	03/09/2012		A ⁽¹⁾		18,503 <u>(1)</u>	A	\$ 0 150,492 D
Common Stock	03/09/2012		A ⁽¹⁾		18,845 <u>(1)</u>	A	\$ 0 169,337 D

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Common Stock	03/09/2012	D ⁽²⁾⁽³⁾	125,157 (3)	D	\$ 9.5	44,180	D
Common Stock	03/09/2012	D ⁽²⁾⁽⁴⁾	44,180 (4)	D	\$ 9.5	0	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⁾	27,412	⁽⁵⁾ 11/10/2017	Common Stock	27,412
Option	\$ 6.24	03/09/2012		D ⁽⁵⁾	23,266	⁽⁵⁾ 11/09/2018	Common Stock	23,266

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

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).

(1) Represents acceleration of performance based RSUs pursuant to the terms of the Restricted Stock Unit Award Agreement.

(2) 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.

(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.

(5) In connection with the terms of the Merger, each stock option was cancelled and reporting person received consideration equal to the 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.

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