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HANSEN MARK S
Form 4
November 15, 2002

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

Hansen Mark S.

(Last) (First) (Middle)
Fleming Companies, Inc.
1945 Lakepointe Drive

(Street)
Lewisville TX 75029

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Fleming Companies, Inc. (FLM)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

11/15/02

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

7. Individual or Joint/Group Filing (Check Applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price
Common Stock \$2.50 par value	11/15/02		P		3,500	A	\$5.20
					14,200	A	5.25
					300	A	5.26
					37,000	A	5.30
					800	A	5.31
					700	A	5.32
					5,100	A	5.33
					300	A	5.35
					5,400	A	5.36
					1,700	A	5.37
					700	A	5.38
					700	A	5.39
					4,600	A	5.40

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Exer- cisable Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Explanation of Responses:

By: /s/ Debra Vick 11/15/02

**Signature of Reporting Person Date
Attorney-in-fact

Reminder: Report on a separate line for each class of securities beneficially

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owned directly or indirectly.

* 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).

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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CONFIRMING STATEMENT

This Statement confirms that the undersigned, Mark S. Hansen, has authorized and designated Carlos M. Hernandez, Kirsten Richesson or Debra Vick to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Fleming Companies, Inc. The authority of Carlos M. Hernandez, Kirsten Richesson or Debra Vick under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to his ownership of or transactions in securities of Fleming Companies, Inc., unless earlier revoked in writing. The undersigned acknowledges that Carlos M. Hernandez, Kirsten Richesson or Debra Vick are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: November 15, 2002

MARK S. HANSEN

Mark S. Hansen