

CAREY MICHAEL J  
Form 4/A  
November 08, 2002

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| OMB APPROVAL   |
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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).

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| <p><b>1. Name and Address of Reporting Person*</b></p> <p>Carey, Michael J.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>Fleming Companies, Inc.<br/>1945 Lake Pointe Drive</p> <hr/> <p><i>(Street)</i></p> | <p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>Fleming Companies, Inc. (FLM)</p> <hr/>   | <p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b></p> <p>_____</p>   |
|  | <p><b>4. Statement for Month/Day/Year</b></p> <p>08/07/02</p> <hr/>  | <p><b>5. If Amendment, Date of Original (Month/Day/Year)</b></p> <p>08/20/02</p> <hr/>   |
| <p>Lewisville, TX 75029</p> <hr/> <p><i>(City) (State) (Zip)</i></p>   | <p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></p> <p><input type="checkbox"/> Director      <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p>Sr. Vice President, Western Operations</p> <hr/> | <p><b>7. Individual or Joint/Group Filing (Check Applicable Line)</b></p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p> |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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

| 1. Title of Security<br><i>(Instr. 3)</i> | 2. Transaction Date<br><i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 3. Transaction Code<br><i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D)<br><i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br><i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I)<br><i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership<br><i>(Instr. 4)</i> |
|---|--|--|--|---|---|--|---|
| Common Stock, \$2.50 par value            | 08/07/02                                       |  | A V                                      | 8,000 A *   | 12,442  | D  |   |
|   |  |  |  |   | 1,517   | I  | By 401(K)   |

\*These shares represent stock awarded under the 2002 Stock Incentive Plan

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

| 1. Title of Derivative Security<br><i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br><i>(Month/Day/Year)</i> | 3A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 4. Transaction Code<br><i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br><i>(Instr. 3, 4 and 5)</i> |
|--|--|--|--|--|--|
|  |  |  |  | Code V                                   | (A)        (D)   |
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