

STEPHENS CHARLES P
Form 4
February 04, 2005

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 *
STEPHENS CHARLES P

2. Issuer Name and Ticker or Trading Symbol
WINN DIXIE STORES INC [WIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P. O. BOX 2100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

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

PEACHTREE CITY, GA 30269
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/02/2005		A ⁽¹⁾	790 A	\$ 0 (1) 28,177	D	
Common Stock					1,646,492	I	D.D.I., Inc. ⁽²⁾
Common Stock					147,312	I	Wife ⁽²⁾
Common Stock					790,525	I	Trusts FBO Wife and Children ⁽²⁾
Common Stock					6,083	I	AKD-SDS Partners I,

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As to a portion of the shares reported on this line representing the beneficial interest of Charles P. Stephens' wife and children, the filing of this statement shall not be construed as an admission that Charles P. Stephens is, for the purpose of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares of stock and Charles P. Stephens disclaims beneficial ownership of such shares of stock.

- Mr. Stephens' wife is co-trustee of a Trust which has an indirect interest in 1,921,617 shares of Winn-Dixie common stock in the n/o DDI and certain partnerships. Mr. Stephens' wife's mother is the sole beneficiary of such Trust during her lifetime and Mr. Stephens' wife and children are among the beneficiaries of any residual assets of the Trust including an indeterminate interest in any remainder of such
- (3) shares. Mr. Stephens disclaims any beneficial ownership in the securities held by the Trust. Such trust is not a controlling shareholder of DDI nor does the Trust have investment control with respect to securities held by the partnerships or DDI. Consequently, the filing of this form shall not be construed as admission that the Trust is, for the purpose of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of securities held by such entities and the Trust disclaims beneficial ownership of such securities.

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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