WINN DIXIE STORES INC
Form 3
January 05, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â DAVIS FAMILY IRREVOCABLE TERM TRUST

(Last) (First) (Middle)

P O BOX 19366

(Street)

JACKSONVILLE,Â FLÂ 32245-9366

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/28/2005

3. Issuer Name **and** Ticker or Trading Symbol
WINN DIXIE STORES INC [WNDXQ]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	48,056,704	D (1)	Â

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

Shares	(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS FAMILY IRREVOCABLE TERM TRUST P O BOX 19366 JACKSONVILLE,Â FLÂ 32245-9366	Â	Â X	Â	Â

Signatures

Scott A. Oko; Trustee for Davis Family Irrevocable Term Trust	01/05/2006
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) On December 28, 2005 certain shareholders of Winn-Dixie Stores, Inc. "WD" (collectively, the "Grantors") contributed their shares of WD stock to the Davis Family Irrevocable Term Trust "DFI Trust" in exchange for separate shares of beneficial interest in DFI Trust. As a result of such contributions of securities by the Grantors, the DFI Trust has a beneficial interest in more than 10% of WD's shares. Such shares are held directly by DFI Trust.

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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