

NUSSBAUM BENNETT

Form 4/A

March 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

**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

(Last) (First) (Middle)

C/O WINN-DIXIE STORES,
INC., 5050 EDGEWOOD CT.

(Street)

JACKSONVILLE, FL 32254

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/28/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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	(A) or (D)	Price		
Common Stock	02/26/2008 ⁽¹⁾		J ⁽¹⁾		12,491	A	12,491	D	
Common Stock	02/26/2008		S ⁽²⁾		1,000	D	\$ 17.45	11,491	D
Common Stock	02/26/2008		S ⁽²⁾		500	D	\$ 17.44	10,991	D
Common Stock	02/26/2008		S ⁽²⁾		867	D	\$ 17.43	10,124	D
Common Stock	02/26/2008		S ⁽²⁾		300	D	\$ 17.39	9,824	D

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Common Stock	02/26/2008	<u>S</u> (2)	700	D	\$ 17.42	9,124	D
Common Stock	02/26/2008	<u>S</u> (2)	400	D	\$ 17.41	8,724	D
Common Stock	02/26/2008	<u>S</u> (2)	120	D	\$ 17.4	8,604	D
Common Stock	02/26/2008	<u>S</u> (2)	861	D	\$ 17.37	7,743	D
Common Stock	02/26/2008	<u>S</u> (2)	100	D	\$ 17.38	7,643	D
Common Stock	02/26/2008	<u>S</u> (2)	645	D	\$ 17.41	6,998	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. Deemed Settlement (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	02/26/2008		J ⁽¹⁾		12,491		(4)	(4)	Common Stock	12,491

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

/s/ Larry B. Appel
Attorney-in-Fact

03/03/2008

__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).

The Restricted Stock Units were awarded under the Winn-Dixie Stores, Inc. Equity Incentive Plan. The Restricted Stock Units are

- (1) common stock equivalents because they are settled upon vesting solely in shares of common stock. The first one-third installment became vested and shares of stock were delivered to reporting person for that vesting.
- (2) Shares sold to satisfy tax withholding obligations that became due upon the vesting of RSU's.
- (3) Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- (4) The restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant.

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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