LYNCH PETER L
Form 4
July 03, 2008

FORM 4

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LYNCH PETER L

(Last) (First) (Middle)

5050 EDGEWOOD COURT

(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)
07/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	06/30/2008 (1)		J (1)		135,000	A	$ 0 (1)	135,000	D	
Common Stock	07/01/2008		S (2)		1,300	D	$ 16.14	133,700	D	
Common Stock	07/01/2008		S (2)		300	D	$ 16.15	133,400	D	
Common Stock	07/01/2008		S (2)		1,400	D	$ 16.16	132,000	D	
Common Stock	07/01/2008		S (2)		1,277	D	$ 16.17	130,723	D	

Common Stock	07/01/2008	S[(2)]	1,823	D	$ 16.18	128,900	D
Common Stock	07/01/2008	S[(2)]	2,200	D	$ 16.19	126,700	D
Common Stock	07/01/2008	S[(2)]	2,100	D	$ 16.2	124,600	D
Common Stock	07/01/2008	S[(2)]	1,756	D	$ 16.21	122,844	D
Common Stock	07/01/2008	S[(2)]	2,778	D	$ 16.22	120,066	D
Common Stock	07/01/2008	S[(2)]	1,466	D	$ 16.23	118,600	D
Common Stock	07/01/2008	S[(2)]	1,271	D	$ 16.24	117,329	D
Common Stock	07/01/2008	S[(2)]	1,536	D	$ 16.25	115,793	D
Common Stock	07/01/2008	S[(2)]	1,700	D	$ 16.26	114,093	D
Common Stock	07/01/2008	S[(2)]	1,300	D	$ 16.27	112,793	D
Common Stock	07/01/2008	S[(2)]	1,513	D	$ 16.28	111,280	D
Common Stock	07/01/2008	S[(2)]	1,100	D	$ 16.3	110,180	D
Common Stock	07/01/2008	S[(2)]	1,500	D	$ 16.31	108,680	D
Common Stock	07/01/2008	S[(2)]	1,500	D	$ 16.32	107,180	D
Common Stock	07/01/2008	S[(2)]	1,500	D	$ 16.33	105,680	D
Common Stock	07/01/2008	S[(2)]	1,500	D	$ 16.34	104,180	D
Common Stock	07/01/2008	S[(2)]	1,800	D	$ 16.35	102,380	D
Common Stock	07/01/2008	S[(2)]	400	D	$ 16.36	101,980	D
Common Stock	07/01/2008	S[(2)]	200	D	$ 16.37	101,780	D
Common Stock	07/01/2008	S[(2)]	1,405	D	$ 16.38	100,375	D
	07/01/2008	S[(2)]	895	D		99,480	D

Common Stock						$ 16.39		
Common Stock	07/01/2008		S(2)	793	D	$ 16.41	98,687	D
Common Stock	07/01/2008		S(2)	600	D	$ 16.43	98,087	D

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	06/30/2008(1)		J(1)			135,000	(4)	(4)	Common Stock	135,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH PETER L 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254	X		President and CEO	

Signatures

/s/Larry B. Appel Attorney-In-Fact	07/03/2008
**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).

(1) The first one-third installment of Restricted Stock Units ("RSUs"), which were awarded under the Winn-Dixie Equity Incentive Plan, became vested and shares of stock were delivered to the reporting person for such 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 RSUs vest and shares of stock become deliverable in three equal annual installments beginning on June 30, 2008.

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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