

WINN DIXIE STORES INC

Form 4/A

September 11, 2008

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Portnoy Daniel

(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)
07/17/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/18/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, Chief Merch/Market Office

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)
Common Stock	07/16/2008 ⁽¹⁾		J ⁽¹⁾	8,210 A	\$ 0 ⁽¹⁾ 8,410	D	
Common Stock	07/17/2008		S ⁽²⁾	3,202 D	\$ 19.0772 ⁽³⁾ 5,208	D	
Common Stock					500 ⁽⁴⁾	I	By Trust ⁽⁵⁾
Common Stock					500 ⁽⁴⁾	I	By Trust ⁽⁵⁾

Edgar Filing: WINN DIXIE STORES INC - Form 4/A

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 1474
(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. Price or Number of Shares (Instr. 3 and 4)
Restricted Stock Unit	(6)	07/16/2008(1)		J(1)	8,210	(7) (7)	Common Stock	8,210

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Portnoy Daniel C/O WINN-DIXIE STORES, INC. 5050 EDGEWOOD CT. JACKSONVILLE, FL 32254			SVP, Chief Merch/Market Office	

Signatures

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

09/09/2008

__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.

The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of prices for the transactions made was \$19.0000 to \$19.2100. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

Edgar Filing: WINN DIXIE STORES INC - Form 4/A

- (4) This report amends the Form 4 filed on July 17, 2008 to indicate the Reporting Person's indirect holdings which were inadvertently omitted from the previously filed Form 4.

- (5) These shares are held in a trust for the benefit of the reporting person's minor child. The reporting person's spouse is the custodian of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (6) Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.

- (7) The RSUs vest in three equal 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.

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