

WINN DIXIE STORES INC

Form 4

September 23, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
APPEL LAURENCE B

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5050 EDGEWOOD CT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/04/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, General Counsel and Secy

JACKSONVILLE, FL 32254

4. 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

(City) (State) (Zip)

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	09/04/2008		A	(A) or (D) 17,923 (1)	\$ 0 23,466 (2)	D	
Common Stock	09/22/2008(3)		J(3)	(3) 18,839 (3)	\$ 0 (3) 42,305 (4)	D	

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

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(9-02)

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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)	8. Amount or Number of Shares
Option	\$ 14.06	09/04/2008		A	65,444	(5) 09/04/2015	Common Stock	65,444

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APPEL LAURENCE B 5050 EDGEWOOD CT JACKSONVILLE, FL 32254			SVP, General Counsel and Secy	

Signatures

/s/ Larry B. Appel 09/22/2008

**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).

- Represents Restricted Stock Units ("RSU's") awarded on September 4, 2008 under the Winn-Dixie Stores, Inc. Amended and Restated Equity Incentive Plan. The RSU's become vested, and certificates for shares of common stock become deliverable, in four equal annual installments beginning on the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. The Issuer's method of reporting RSU grants (which may be settled only in Issuer stock) has been revised to report such grants in Table I rather than as previously reported in Table II.
- (1) The amount of securities owned balance includes 17,923 RSU's for which stock certificates will be issued upon vesting.
- Represents 18,839 RSUs that were granted on February 22, 2007 that have not yet vested. The grant of these RSUs was previously and timely reported in Table II. The Issuer's method of reporting RSU grants (which may be settled only in Issuer stock) has been revised to report such grants in Table I rather than as previously reported in Table II. The RSUs vest in three equal installments beginning on the first anniversary of the date of grant.
- (3) The amount of securities owned balance includes 36,762 RSU's for which stock certificates will be issued upon vesting.
- (4) The Option shall vest in equal annual installments over 4 years beginning with 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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