

Kellmanson Mary
Form 3
September 21, 2009

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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Kellmanson Mary	(Month/Day/Year)	WINN DIXIE STORES INC [WINN]
(Last) (First) (Middle)	09/10/2009	
	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O WINN-DIXIE STORES, INC.,Â 5050 EDGEWOOD CT.	(Check all applicable)	
(Street)	☐ Director ☐ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
	☒ Officer ☐ Other	☒ Form filed by One Reporting Person
JACKSONVILLE,Â FLÂ 32254	(give title below) (specify below)	☐ Form filed by More than One Reporting Person
(City) (State) (Zip)	VP, Marketing	

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	3,278 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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.

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option	Â (2)	10/23/2015	Common Stock	11,972	\$ 10.98	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kellmanson Mary C/O WINN-DIXIE STORES, INC. 5050 EDGEWOOD CT. JACKSONVILLE, FL 32254	Â	Â	Â VP, Marketing	Â

Signatures

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

09/21/2009

**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).
- Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Amended and Restated Equity Incentive Plan.
- (1) The RSUs 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. The date of grant was October 23, 2008. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- (2) The Option shall vest in equal annual installments over 4 years beginning with the first anniversary of the date of grant. The date of grant was October 23, 2008.

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.