WINN DIXIE STORES INC
Form 3
September 02, 2005

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 *
Â Dogan Dedra N
(Last) (First) (Middle)

5050 EDGEWOOD COURT
(Street)

JACKSONVILLE,Â FLÂ 32254
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/11/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Group Vice President/HR

5. 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

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	8,622	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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Key Employee Stock Option Plan/2004	Â (1)	02/21/2010	Common Stock	12,524	$ 10.09	D	Â
Stock Option	Â (2)	01/11/2011	Common Stock	21,594	$ 7.32	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dogan Dedra N 5050 EDGEWOOD COURT JACKSONVILLE,Â FLÂ 32254	Â	Â	Â Group Vice President/HR	Â

Signatures

Dedra N. Dogan by: Winn-Dixie Stores, Inc., Larry B. Appel, Attorney-in-Fact	08/30/2005
**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).

(1) Exercisable upon a change in control of Winn-Dixie Stores, Inc., or one-third (1/3) of the option is exercisable on each anniversary date of the grant for 3 consecutive years beginning 8/21/2004

(2) Exercisable upon a change in control of Winn-Dixie Stores, Inc., or one-third (1/3) of the option is exercisable on 7/1/05, two-thirds (2/3) of the option is exercisable on 7/1/06 and entire option is exercisable on 7/1/07.

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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