

WINN DIXIE STORES INC  
 Form 3  
 January 05, 2006

**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 (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol                  |  |
| Â DAVIS FAMILY IRREVOCABLE TERM TRUST     |         |          | 12/28/2005  | WINN DIXIE STORES INC [WNDXQ]                                |  |
| (Last)                                    | (First) | (Middle) |   | 4. Relationship of Reporting Person(s) to Issuer             | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| P O BOX 19366                             |         |          |   | (Check all applicable)                                       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |          |   | _____ Director <input checked="" type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| JACKSONVILLE,Â FLÂ 32245-9366             |         |          |   | _____ Officer _____ Other (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)    |   |  |  |

**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                    | 48,056,704  | D <sup>(1)</sup>   | 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)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DAVIS FAMILY IRREVOCABLE TERM TRUST<br>P O BOX 19366<br>JACKSONVILLE, FL 32245-9366 | ^             | ^ X       | ^       | ^     |

## Signatures

|   |            |
|---|------------|
| Scott A. Oko; Trustee for Davis Family Irrevocable Term Trust | 01/05/2006 |
| **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) On December 28, 2005 certain shareholders of Winn-Dixie Stores, Inc. "WD" (collectively, the "Grantors") contributed their shares of WD stock to the Davis Family Irrevocable Term Trust "DFI Trust" in exchange for separate shares of beneficial interest in DFI Trust. As a result of such contributions of securities by the Grantors, the DFI Trust has a beneficial interest in more than 10% of WD's shares. Such shares are held directly by DFI Trust.

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.