

LYNCH PETER L
Form 4
July 03, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LYNCH PETER L

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 COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

JACKSONVILLE, FL 32254

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/30/2008 ⁽¹⁾		J ⁽¹⁾		135,000 A \$ 0 ⁽¹⁾	135,000	D
Common Stock	07/01/2008		S ⁽²⁾		1,300 D \$ 16.14	133,700	D
Common Stock	07/01/2008		S ⁽²⁾		300 D \$ 16.15	133,400	D
Common Stock	07/01/2008		S ⁽²⁾		1,400 D \$ 16.16	132,000	D
Common Stock	07/01/2008		S ⁽²⁾		1,277 D \$ 16.17	130,723	D

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Common Stock	07/01/2008	<u>S(2)</u>	1,823	D	\$ 16.18	128,900	D
Common Stock	07/01/2008	<u>S(2)</u>	2,200	D	\$ 16.19	126,700	D
Common Stock	07/01/2008	<u>S(2)</u>	2,100	D	\$ 16.2	124,600	D
Common Stock	07/01/2008	<u>S(2)</u>	1,756	D	\$ 16.21	122,844	D
Common Stock	07/01/2008	<u>S(2)</u>	2,778	D	\$ 16.22	120,066	D
Common Stock	07/01/2008	<u>S(2)</u>	1,466	D	\$ 16.23	118,600	D
Common Stock	07/01/2008	<u>S(2)</u>	1,271	D	\$ 16.24	117,329	D
Common Stock	07/01/2008	<u>S(2)</u>	1,536	D	\$ 16.25	115,793	D
Common Stock	07/01/2008	<u>S(2)</u>	1,700	D	\$ 16.26	114,093	D
Common Stock	07/01/2008	<u>S(2)</u>	1,300	D	\$ 16.27	112,793	D
Common Stock	07/01/2008	<u>S(2)</u>	1,513	D	\$ 16.28	111,280	D
Common Stock	07/01/2008	<u>S(2)</u>	1,100	D	\$ 16.3	110,180	D
Common Stock	07/01/2008	<u>S(2)</u>	1,500	D	\$ 16.31	108,680	D
Common Stock	07/01/2008	<u>S(2)</u>	1,500	D	\$ 16.32	107,180	D
Common Stock	07/01/2008	<u>S(2)</u>	1,500	D	\$ 16.33	105,680	D
Common Stock	07/01/2008	<u>S(2)</u>	1,500	D	\$ 16.34	104,180	D
Common Stock	07/01/2008	<u>S(2)</u>	1,800	D	\$ 16.35	102,380	D
Common Stock	07/01/2008	<u>S(2)</u>	400	D	\$ 16.36	101,980	D
Common Stock	07/01/2008	<u>S(2)</u>	200	D	\$ 16.37	101,780	D
Common Stock	07/01/2008	<u>S(2)</u>	1,405	D	\$ 16.38	100,375	D
	07/01/2008	<u>S(2)</u>	895	D		99,480	D

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- (2) Shares sold to satisfy tax withholding obligations that became due upon the vesting of RSU's.
- (3) Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- (4) The RSUs vest and shares of stock become deliverable in three equal annual installments beginning on June 30, 2008.

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