LYNCH PETER L

Form 4 July 03, 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

2. Issuer Name and Ticker or Trading

WINN DIXIE STORES INC

(Print or Type Responses)

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

(Last) (First)

5050 EDGEWOOD COURT

(Street)

(Middle)

07/01/2008 4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

Symbol

[WINN]

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

X Director 10% Owner X_ Officer (give title _ Other (specify

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

JACKSONVILLE, FL 32254

(Ctata)

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	ly 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) ctiomr Disposed of (D) (Instr. 3, 4 and 5) 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	06/30/2008(1)		J <u>(1)</u>	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	S(2)	1,823	D	\$ 16.18	128,900	D
Common Stock	07/01/2008	S(2)	2,200	D	\$ 16.19	126,700	D
Common Stock	07/01/2008	S(2)	2,100	D	\$ 16.2	124,600	D
Common Stock	07/01/2008	S(2)	1,756	D	\$ 16.21	122,844	D
Common Stock	07/01/2008	S(2)	2,778	D	\$ 16.22	120,066	D
Common Stock	07/01/2008	S(2)	1,466	D	\$ 16.23	118,600	D
Common Stock	07/01/2008	S(2)	1,271	D	\$ 16.24	117,329	D
Common Stock	07/01/2008	S(2)	1,536	D	\$ 16.25	115,793	D
Common Stock	07/01/2008	S(2)	1,700	D	\$ 16.26	114,093	D
Common Stock	07/01/2008	S(2)	1,300	D	\$ 16.27	112,793	D
Common Stock	07/01/2008	S(2)	1,513	D	\$ 16.28	111,280	D
Common Stock	07/01/2008	S(2)	1,100	D	\$ 16.3	110,180	D
Common Stock	07/01/2008	S(2)	1,500	D	\$ 16.31	108,680	D
Common Stock	07/01/2008	S(2)	1,500	D	\$ 16.32	107,180	D
Common Stock	07/01/2008	S(2)	1,500	D	\$ 16.33	105,680	D
Common Stock	07/01/2008	S(2)	1,500	D	\$ 16.34	104,180	D
Common Stock	07/01/2008	S(2)	1,800	D	\$ 16.35	102,380	D
Common Stock	07/01/2008	S(2)	400	D	\$ 16.36	101,980	D
Common Stock	07/01/2008	S(2)	200	D	\$ 16.37	101,780	D
Common Stock	07/01/2008	S(2)	1,405	D	\$ 16.38	100,375	D
	07/01/2008	S(2)	895	D		99,480	D

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Common Stock					\$ 16.39	
Common Stock	07/01/2008	S(2)	793	D	\$ 16.41 98,687	D
Common Stock	07/01/2008	S(2)	600	D	\$ 16.43 98,087	D

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

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 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. Transacti Code (Instr. 8)	5. Number of conDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(3)</u>	06/30/2008(1)		J <u>(1)</u>		135,000	<u>(4)</u>	<u>(4)</u>	Common Stock	135,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LYNCH PETER L								
5050 EDGEWOOD COURT	X		President and CEO					
JACKSONVILLE, FL 32254								

Signatures

/s/Larry B. Appel Attorney-In-Fact 07/03/2008

**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).
- (1) The first one-third installment of Restricted Stock Units ("RSUs"), which were awarded under the Winn-Dixie Equity Incentive Plan, became vested and shares of stock were delivered to the reporting person for such vesting.

Reporting Owners 3

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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.

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.