

FLEMING COMPANIES INC /OK/

Form 4/A

November 05, 2002

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

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

<p><b>1. Name and Address of Reporting Person*</b></p> <p>Baum, Herbert M.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>The Dial Corporation 15501 N. Dial Blvd.</p> <hr/> <p><i>(Street)</i></p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>Fleming Companies, Inc. (FLM)</p> <hr/>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b></p> <p>_____</p>
<p>Scottsdale, AZ 85260-1619</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p><b>4. Statement for Month/Day/Year</b></p> <p>05/14/02</p> <hr/>	<p><b>5. If Amendment, Date of Original (Month/Day/Year)</b></p> <p>08/19/02</p> <hr/>
<p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></p> <p><input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <hr/>	<p><b>7. Individual or Joint/Group Filing (Check Applicable Line)</b></p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>	

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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