SUPERVALU INC Form 4

August 09, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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(b).

1. Name and Address of Reporting Person * **BESANKO BRUCE H**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

(Zip)

SUPERVALU INC [SVU] 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

11840 VALLEY VIEW ROAD

(First)

(Street)

(State)

(Month/Day/Year) 08/07/2013

X_ Officer (give title Other (specify

below)

below) EVP, Chief Financial Officer

4. 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

EDEN PRAIRIE, MN 55344

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Owned (Month/Day/Year) (Instr. 8) Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or

(Instr. 3 and 4) Amount (D) Price

Common 08/07/2013 Stock

225,000 $A^{(1)}$ (2)

Code V

\$0 225,000 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 7.76	08/07/2013		A	225,000	<u>(2)</u>	08/07/2023	Common Stock	22
Non-Qualified Stock Option (right to buy)	\$ 7.76	08/07/2013		A	154,275	<u>(5)</u>	08/07/2023	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BESANKO BRUCE H			EVP, Chief				
11840 VALLEY VIEW ROAD			Financial				
EDEN PRAIRIE, MN 55344			Officer				

Signatures

By: Karla C. Robertson, Attorney in Fact For: Bruce H.

808/09/2013

**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) Award of restricted stock to reporting person pursuant to the Issuer's 2012 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.
- (2) Vesting occurs in three equal annual installments on each anniversary of the Grant Date beginning August 7, 2014.
- (3) Grant to reporting person of option to purchase common stock in a transaction exempt under Rule 16b-3.
- (4) Grant to reporting person of option to purchase shares of common stock under Issuer's 2012 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.
- (5) Vesting occurs at 34%, 33% and 33% on each of the first three anniversaries of the Grant Date.

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.

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