#### APPEL LAURENCE B

Form 4

February 27, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person \*

APPEL LAURENCE B

(First)

(Middle)

(Zip)

(Street)

(State)

02/27/2009

5050 EDGEWOOD CT

2. Issuer Name and Ticker or Trading

Symbol

WINN DIXIE STORES INC [WINN]

3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2009

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

3.

 $S^{(1)}$ 

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) below) SVP, HR, Legal and Gen Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

JACKSONVILLE, FL 32254

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3) any

Execution Date, if (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or Amount (D) Price 2,800 D

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

 $39,505 \frac{(2)}{2}$ 

9.21

Indirect (I) Reported Transaction(s) (Instr. 3 and 4)

(Instr. 4)

(D) or

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: APPEL LAURENCE B - Form 4

| 1. Title of Derivative | 2. Conversion                                     | 3. Transaction Date (Month/Day/Year) |                      | 4.<br>Transacti | 5.<br>orNumber   | 6. Date Exerc<br>Expiration D |                    | 7. Title a                        |            | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|---|--------------------------------------|----------------------|-----------------|--|-------------------------------|--------------------|-----------------------------------|------------|------------------------|---|
| Security (Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security |                                      | any (Month/Day/Year) | Code (Instr. 8) | of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                               |                    | Underly<br>Securitie<br>(Instr. 3 | ring<br>es | Security (Instr. 5)    | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |   |                                      |                      | Code V          | (A) (D)  | Date<br>Exercisable           | Expiration<br>Date | Title N                           | lumber     |                        |   |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |             |       |  |  |  |  |
|--------------------------------|---------------|-----------|-------------|-------|--|--|--|--|
| <b></b>                        | Director      | 10% Owner | Officer     | Other |  |  |  |  |
| APPEL LAURENCE B               |               |           | SVP, HR,    |       |  |  |  |  |
| 5050 EDGEWOOD CT               |               |           | Legal and   |       |  |  |  |  |
| JACKSONVILLE, FL 32254         |               |           | Gen Counsel |       |  |  |  |  |

# **Signatures**

/s/ Larry B.
Appel

\*\*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) Shares sold to satisfy tax withholding obligations that became due upon the vesting of Restricted Stock Units ("RSU's").
- (2) The amount of securities owned balance includes 27,483 RSUs for which stock certificates will be issued upon vesting.

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.

Reporting Owners 2