

Williams Timothy L
Form 4
March 13, 2012

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams Timothy 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)
03/09/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, GC, and Corp Sec

JACKSONVILLE, FL 32254

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/09/2012		A ⁽¹⁾	V Amount (1) 1,792	(A) or (D) \$ 0 14,924	D	
Common Stock	03/09/2012		A ⁽¹⁾	(1) 1,698	A \$ 0 16,622	D	
Common Stock	03/09/2012		A ⁽¹⁾	(1) 2,554	A \$ 0 19,176	D	
Common Stock	03/09/2012		A ⁽¹⁾	(1) 12,000	A \$ 0 31,176	D	
Common Stock	03/09/2012		D ⁽²⁾⁽³⁾	(3) 28,835	D \$ 9.5 1,586	D	

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Common Stock 03/09/2012 D(2)(4) 1,586 (4) D \$ 9.50 D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. I
				Code	V	(A)	(D)	
Option	\$ 7.11	03/09/2012		D(5)		3,784	(5)	11/10/2017
								Common Stock
								3,784
Option	\$ 6.24	03/09/2012		D(5)		5,866	(5)	11/09/2018
								Common Stock
								5,866

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Williams Timothy L 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254	SVP, GC, and Corp Sec

Signatures

Timothy L. Williams 03/13/2012

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) Represents acceleration of performance based RSUs pursuant to the terms of the Restricted Stock Unit Award Agreement.

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- On March 9, 2012 Winn-Dixie Stores, Inc. was acquired by BI-LO, LLC with BI-LO paying \$9.50 for each share of Winn-Dixie common
- (2) stock outstanding (the Merger). Dispositions by reporting person in the Merger were approved in advance by the Winn-Dixie board of directors.
- (3) In connection with the terms of the Merger, restricted stock units held by reporting person were converted into the \$9.50 per share merger consideration.
- (4) In connection with the terms of the Merger, common shares held by reporting person subject were converted into the \$9.50 per share merger consideration.
- In connection with the terms of the Merger, each stock option was cancelled and reporting person received consideration equal to the
- (5) number of shares subject of the option multiplied by the difference between the exercise price and \$9.50, with no consideration being paid for stock options having exercise prices greater than \$9.50.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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