

Kellmanson Mary  
 Form 3  
 September 21, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Å Kellmanson Mary  
 (Last) (First) (Middle)

C/O WINN-DIXIE STORES, INC., Å 5050 EDGEWOOD CT.

(Street)

JACKSONVILLE, Å FL Å 32254

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 09/10/2009

3. Issuer Name and Ticker or Trading Symbol  
 WINN DIXIE STORES INC [WINN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 VP, Marketing

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

3,278 <sup>(1)</sup>

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Å

4. Nature of Indirect Beneficial Ownership (Instr. 5)

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  
 Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Option	10/23/2015	Common Stock	11,972 \$ 10.98	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kellmanson Mary C/O WINN-DIXIE STORES, INC. 5050 EDGEWOOD CT. JACKSONVILLE, FL 32254			VP, Marketing	

## Signatures

/s/ Larry B. Appel  
Attorney-in-Fact  
Date: 09/21/2009

\*\*Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Amended and Restated Equity Incentive Plan.
- (1) The RSUs become vested, and certificates for shares of common stock become deliverable, in four equal annual installments beginning on the first anniversary of the date of grant. The date of grant was October 23, 2008. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
  - (2) The Option shall vest in equal annual installments over 4 years beginning with the first anniversary of the date of grant. The date of grant was October 23, 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.