

PUBLIX SUPER MARKETS INC
 Form 4
 May 27, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCLURG E VANE

2. Issuer Name and Ticker or Trading Symbol
 PUBLIX SUPER MARKETS INC
 [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2008

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

P.O. BOX 407

(Street)

4. 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

LAKELAND, FL 33802-0407

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/20/2008 | | J ⁽³⁾ | | 515,000 | D | \$ 19.45 | 4,313,060 | D | |
| Common Stock | 05/20/2008 | | J ⁽³⁾ | | 515,000 | A | \$ 19.45 | 640,630 | I ⁽¹⁾ | By GRAT Trust |
| Common Stock | | | | | | | | 75,000 | I | By IRA |
| Common Stock | | | | | | | | 502,510 | I ⁽²⁾ | By Limited Partnership |
| Common Stock | | | | | | | | 50,000 | I | By Spouse |

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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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCLURG E VANE P.O. BOX 407 LAKELAND, FL 33802-0407 | | X | | |

Signatures

/s/ Monica Allman, POA on file for E. Vane
McClurg 05/21/2008

__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) Excludes shares which are owned by a limited partnership in which the grantor retained annuity trust is a limited partner. These excluded shares are instead reported as owned indirectly through the limited partnership, with disclaimer for those shares owned by the limited partnership in which the reporting person does not have any pecuniary interest.
 - (2) The reported securities are held by a limited partnership of which the reporting person is both a general partner and a limited partner. The reporting person disclaims beneficial ownership of the shares held by the limited partnership, except to the extent of his direct or indirect pecuniary interest therein.
 - (3) Transfer by the reporting person to a grantor retained annuity trust of which the reporting person is the trustee.

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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