

PUBLIX SUPER MARKETS INC
 Form 5
 January 30, 2017

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 CRENSHAW WILLIAM E

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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 Reporting

(check applicable line)

LAKELAND, FL 33802-0407

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)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2016	Â	G	3,714	D	\$ 45.2	2,013,741	D	Â
Common Stock	03/14/2016	Â	G	309	D	\$ 45.2	5,973,240	I	By Trustee Of Mother's Trust
Common Stock	03/14/2016	Â	G	309	A	\$ 45.2	2,014,050	D	Â
Common Stock	03/14/2016	Â	G	618	D	\$ 45.2	5,972,622	I	By Trustee

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Stock									Of Mother's Trust
Common Stock	03/14/2016	Â	G	618	A	\$ 45.2	17,052	I	By Trustee Of Nephews' Trust
Common Stock	03/14/2016	Â	G	927	A	\$ 45.2	17,361	I	By Trustee Of Nieces' Trust
Common Stock	03/14/2016	Â	G	927	D	\$ 45.2	5,971,695	I	By Trustee Of Mother's Trust
Common Stock	03/14/2016	Â	G	1,677	D	\$ 45.2	5,970,018	I	By Trustee Of Mother's Trust
Common Stock	04/14/2016	Â	G	5,787	A	\$ 45.2	22,839	I	By Trustee Of Nephews' Trust
Common Stock	04/14/2016	Â	G	5,787	D	\$ 45.2	5,964,231	I	By Trustee Of Mother's Trust
Common Stock	05/10/2016	Â	J	16,882	A	\$ 43.95	2,030,932	D	Â
Common Stock	05/10/2016	Â	J	16,882	D	\$ 43.95	136,130	I	By GRAT
Common Stock	05/11/2016	Â	J	2,236,259	D	\$ 43.95	3,727,972	I	By Trustee Of Mother's Trust
Common Stock	05/11/2016	Â	J	2,236,259	A	\$ 43.95	2,236,259	I	By Trustee of Trust ACU Mother's Trust
Common Stock	08/26/2016	Â	J	119,500	A	\$ 41.9	255,630	I	By GRAT
Common Stock	08/26/2016	Â	J	119,500	D	\$ 41.9	1,911,432	D	Â
Common Stock	11/22/2016	Â	G	4,872	D	\$ 40.15	3,723,100	I	By Trustee Of Mother's Trust
Common Stock	Â	Â	Â	Â	Â	Â	1,892.3059	I	By 401(k) <u>(1)</u>

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Common Stock	Â	Â	Â	Â	Â	Â	174,163.94	I	By ESOP (2)
Common Stock	Â	Â	Â	Â	Â	Â	43,260	I	By Family Limited Partnership (3)
Common Stock	Â	Â	Â	Â	Â	Â	25,000	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	9,640	I	By Spouse As Custodian For Children

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
SERP Stock	Â	03/01/2016	Â	A	1,582.8801	Â (4) (4)	Common Stock 1,582

Reporting Owners

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

Signatures

/s/ Monica Allman, POA on file for William E Crenshaw 01/30/2017

__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) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).

(2) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).

(3) The reporting person disclaims beneficial ownership of the common stock held by the Limited Partnership except to the extent of his pecuniary interest therein.

Each share of SERP stock is the economic equivalent of one share of common stock. The shares of SERP stock become payable in

(4) common stock upon the reporting person's termination of employment in accordance with the Publix Super Markets, Inc. Supplemental Executive Retirement Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.