WINN DIXIE STORES INC

Form 4

October 22, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average burden hours per

response... 0.5

OMB APPROVAL

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

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

STEPHENS CHARLES P

1. Name and Address of Reporting Person *

See Instruction

			WINN DIXIE STORES INC [WIN]			(Check all applicable)					
(Last) (First) (Middle) P. O. BOX 2100			3. Date of Earliest Transaction (Month/Day/Year) 10/20/2004			_X_ Director Officer (g below)	1	0% Owner ther (specify			
			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	e I - Non-D	erivative	Secur	rities A	equired, Disposed	l of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) o l of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	10/20/2004			A(1)	947	A	\$ 0 (1)	27,387	D		
Common Stock								1,742,483	I	D.D.I., Inc.	
Common Stock								147,312	I	Wife (2)	
Common Stock								43,439	I	Child (2)	
Common Stock								790,525	I	Trusts FBO Wife and Children (2)	

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Common Stock	6,083	I	AKD-SDS Partners I, Ltd. (2)
0 (3)	0 (3)	I	MAD Trust for A. K. Davis
Reminder: Report on a separate line for each class of securities beneficially	owned directly or indirectly.		
Per	rsons who respond to the colle	ction of	SEC 1474

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.

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exerci	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	*		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration		or
						Exercisable	Date	Title	Number
						2.1010134010	2		of
				Code V	(A) (D)				Shares
Director									
Stock									
	¢ 2 17	10/20/2004		A (4)	<i>5</i> ,000	10/20/2004	01/15/2012	Common	5,000
Opt	\$ 3.17	10/20/2004		$A^{(4)}$	5,000	10/20/2004	01/15/2012	Stock	5,000
(right to								2000	
buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STEPHENS CHARLES P P. O. BOX 2100 PEACHTREE CITY, GA 30269	X						
Signatures							

H. J. Skelton, Attorney-In-Fact for Charles P. 10/22/2004 Stephens

**Signature of Reporting Person

2 Reporting Owners

Date

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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) 947 shares of Winn-Dixie common stock were awarded under the stock plan for directors.
- As to a portion of the shares reported on this line representing the beneficial interest of Charles P. Stephens' wife and children, the filing of this statement shall not be construed as an admission that Charles P. Stephens is, for the purpose of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares of stock and Charles P. Stephens disclaims beneficial ownership of such shares of stock.
 - Mr. Stephens' wife is co-trustee of a Trust which has an indirect interest in 1,921,617 shares of Winn-Dixie common stock in the n/o DDI and certain partnerships. Mr. Stephens' wife's mother is the sole beneficiary of such Trust during her lifetime and Mr. Stephens' wife and children are among the beneficiaries of any residual assets of the Trust including an indeterminate interest in any remainder of such
- (3) shares. Mr. Stephens disclaims any beneficial ownership in the securities held by the Trust. Such trust is not a controlling shareholder of DDI nor does the Trust have investment control with respect to securities held by the partnerships or DDI. Consequently, the filing of this form shall not be construed as admission that the Trust is, for the purpose of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of securities held by such entities and the Trust disclaims beneficial ownership of such securities.
- (4) Charles P. Stephens was granted the option to purchase 5,000 shares of Winn-Dixie common stock at \$3.17 per share under the stock plan for directors.

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.