STEPHENS CHARLES P

Form 4

February 04, 2005

FORM 4

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

OMB 3235-0287 Number:

Estimated average

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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 See Instruction

2. Issuer Name and Ticker or Trading

Symbol

burden hours per response... 0.5

1(b).

(Print or Type Responses)

STEPHENS CHARLES P

1. Name and Address of Reporting Person *

		Ī	WINN DIXIE STORES INC [WIN]			(Check all applicable)					
(Last) (First) (Middle) P. O. BOX 2100		(3. Date of Earliest Transaction (Month/Day/Year) 02/02/2005					_X_ Director 10% Owner Officer (give title below) Other (specification)			
Filed(Mo				Amendment, Date Original d(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			
PEACHTREE CITY, GA 30269								Person			
(City)	(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)	Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securi onAcquirec Disposed (Instr. 3,	l (A) of l of (E) 4 and (A) or))	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	02/02/2005			A <u>(1)</u>	790	A	\$ 0 (1)	28,177	D		
Common Stock								1,646,492	I	D.D.I., Inc. (2)	
Common Stock								147,312	I	Wife (2)	
Common Stock								790,525	I	Trusts FBO Wife and Children (2)	
Common Stock								6,083	I	AKD-SDS Partners I,	

Ltd. (2)

MAD Trust $0^{(3)}$ $0^{(3)}$ I for A. K. Davis

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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.	6. Date Exer	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underlyin	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	S	(Instr. 5)	Bene
	Derivative				Securities	1		(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δτ	nount		
								or			
						Date	Expiration		ımber		
						Exercisable	Date	of			
				Code V	(A) (D)				ares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

STEPHENS CHARLES P P.O. BOX 2100 X PEACHTREE CITY, GA 30269

Signatures

H. J. Skelton, Attorney-In-Fact for Charles P. 02/04/2005 Stephens

> **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) 790 shares of Winn-Dixie common stock were awarded under the stock plan for directors.

(2)

Reporting Owners 2

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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.

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.