APPEL LAURENCE B

Form 4

February 25, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * APPEL LAURENCE B			2. Issuer Name a Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
			WINN DIXIE (WINN)	STORES INC	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest (Month/Day/Year)			title 10% Owner Other (specify	
5050 EDGEWOOD CT			02/23/2010		below) below) SVP, HR, Legal and Gen Counsel		
	(Street)		4. If Amendment,	Date Original	6. Individual or Jo	int/Group Filing(Check	
			Filed(Month/Day/Y	ear)	Applicable Line) _X_ Form filed by One Reporting Person		
JACKSON	VILLE, FL 32	2254			Form filed by M Person	Iore than One Reporting	
(City)	(State)	(Zip)	Table I - Non	-Derivative Securities Acq	quired, Disposed of	, or Beneficially Owne	
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Natu	

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C						\$			
Common Stock	02/23/2010		S(1)	3,893	D	11.02	47,410 <u>(3)</u>	D	
						(2)			

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner name, names	Director	10% Owner	Officer	Other			
APPEL LAURENCE B			SVP, HR,				
5050 EDGEWOOD CT			Legal and				
JACKSONVILLE, FL 32254			Gen Counsel				

Signatures

/s/ Larry B.
Appel

**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) Shares sold to satisfy tax withholding obligations that became due upon the vesting of Restricted Stock Units ("RSU's").
- The price shown is the weighted averge price at which shares were sold in multiple sales transactions made pursuant to a single market (2) order. The range of prices for the transactions made was \$11.01 to \$11.07. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) The amount of securities owned balance includes 26,880 RSUs for which stock certificates will be issued upon vesting.

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.

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