

Edgar Filing: WINN DIXIE STORES INC - Form SC 13G

WINN DIXIE STORES INC
Form SC 13G
February 15, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 17)

Winn-Dixie Stores, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

974280 10 9

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))
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CUSIP No. 974280 10 9

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) D.D.I.,
Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida - United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 40,787,332
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER 40,787,332
	8	SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
40,787,332

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)
None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
28.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:
Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

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5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

D.D.I., Inc.

Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2004. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 40,787,332

(b) Percent of Class: 28.7%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

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40,787,332

(ii) shared power to vote or to direct the vote:

-0-

(iii) sole power to dispose or to direct the disposition of:

40,787,332

(iv) shared power to dispose or to direct the disposition of:

-0-

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

Date

By: /s/ E. Ellis Zahra, Jr.

[Signature]

D.D.I., Inc.
E. Ellis Zahra, Jr., President

[Name/Title]

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CUSIP No. 974280 10 9

=====

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Davis Family Irrevocable Term Trust
---	---

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>

3	SEC USE ONLY
---	--------------

4	CITIZENSHIP OR PLACE OF ORGANIZATION Florida - United States
---	---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 49,262,144
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER 49,262,144
	8	SHARED DISPOSITIVE POWER -0-

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 49,262,144
---	--

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []
None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
34.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

Davis Family Irrevocable Term Trust

Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or
13d-2(b) or (c), check whether the person filing is a:

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N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2004. The reporting person does not have any current right to acquire additional shares as such right is defined in Rule 13d-3.

- (a) Amount Beneficially Owned: 49,262,144
- (b) Percent of Class: 34.7%

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CUSIP No. 974280 10 9

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote:
49,262,144
 - (ii) shared power to vote or to direct the vote:
-0-
 - (iii) sole power to dispose or to direct the disposition of:
49,262,144
 - (iv) shared power to dispose or to direct the disposition of:
-0-

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

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Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

Date

By: /s/ Scott A. Oko

[Signature]

Davis Family Irrevocable Term Trust
Scott A. Oko, Trustee

[Name/Title]

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CUSIP No. 974280 10 9

=====

1	NAME OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Scott A.

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Oko

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3	SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION Florida - United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 49,262,510
	6 SHARED VOTING POWER -0-
	7 SOLE DISPOSITIVE POWER 49,262,510
	8 SHARED DISPOSITIVE POWER -0-

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 49,262,510

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> None Excluded

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 34.7%

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

Page 10 of 28 Pages

CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

Scott A. Oko

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Item 2(b). Address of Principal Business Office or, if none, Residence:
4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:
Florida - United States

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP Number:
974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or
13d-2(b) or (c), check whether the person filing is a:
N/A

Item 4. Ownership

The following ownership information is provided as of December
31, 2004. The reporting person does not have any current right
to acquire additional shares as such right is defined in
Rule 13d-3.

(a) Amount Beneficially Owned: 49,262,510

(b) Percent of Class: 34.7%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

49,262,510

(ii) shared power to vote or to direct the vote:

-0-

(iii) sole power to dispose or to direct the disposition of:

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49,262,510

(iv) shared power to dispose or to direct the disposition of:

-0-

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

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Date

/s/ Scott A. Oko

[Signature]

Scott A. Oko

[Name/Title]

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CUSIP No. 974280 10 9

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) T. Wayne Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida - United States

5 SOLE VOTING POWER
NUMBER OF SHARES 232,941

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 40,811,332

7 SOLE DISPOSITIVE POWER
REPORTING PERSON 232,941

8 SHARED DISPOSITIVE POWER
WITH 40,811,332

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
41,044,273

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
28.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

T. Wayne Davis

Item 2(b). Address of Principal Business Office or, if none, Residence:

1910 San Marco Blvd., Jacksonville, FL 32207

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2004. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

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- (a) Amount Beneficially Owned: 41,044,273
- (b) Percent of Class: 28.9%

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CUSIP No. 974280 10 9

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote:
232,941
 - (ii) shared power to vote or to direct the vote:
40,811,332
 - (iii) sole power to dispose or to direct the disposition of:
232,941
 - (iv) shared power to dispose or to direct the disposition of:
40,811,332

- Item 5. Ownership of Five Percent or Less of a Class.
N/A
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
N/A
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
N/A
- Item 8. Identification and Classification of Members of the Group.
See Exhibit I for the identity of the group members filing this schedule.
- Item 9. Notice of Dissolution of Group.
N/A
- Item 10. Certification.

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N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

Date

By: /s/ H. J. Skelton

[Signature]

T. Wayne Davis, Director
By: H. J. Skelton, Attorney-in-Fact

[Name/Title]

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CUSIP No. 974280 10 9

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) A. Dano
Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida - United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 4,978,816
	6	SHARED VOTING POWER 42,808,234
	7	SOLE DISPOSITIVE POWER 4,978,816
	8	SHARED DISPOSITIVE POWER 42,808,234
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 47,787,050	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) None Excluded	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 33.6%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

A. Dano Davis

Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

Florida - United States

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Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2004. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 47,787,050

(b) Percent of Class: 33.6%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

4,978,816

(ii) shared power to vote or to direct the vote:

42,808,234

(iii) sole power to dispose or to direct the disposition of:

4,978,816

(iv) shared power to dispose or to direct the disposition of:

42,808,234

Item 5. Ownership of Five Percent or Less of a Class.

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N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

Date

By: /s/ H. J. Skelton

[Signature]

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A. Dano Davis
By: H. J. Skelton, Attorney-in-Fact

[Name/Title]

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CUSIP No. 974280 10 9

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Charles P. Stephens

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b)

3	SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION Georgia - United States

	5 SOLE VOTING POWER 174,699
NUMBER OF SHARES	-----
BENEFICIALLY	6 SHARED VOTING POWER 41,577,857
OWNED BY	-----
EACH	7 SOLE DISPOSITIVE POWER 174,699
REPORTING	-----
PERSON	8 SHARED DISPOSITIVE POWER 41,577,857
WITH	-----
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 41,752,556

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) None Excluded

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.4 %

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

Page 22 of 28 Pages

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

Charles P. Stephens

Item 2(b). Address of Principal Business Office or, if none, Residence:

P O Box 2100, Peachtree City, GA 30269

Item 2(c). Citizenship:

Georgia - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2004. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 41,752,556

(b) Percent of Class: 29.4%

CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

174,699

(ii) shared power to vote or to direct the vote:

41,577,857

(iii) sole power to dispose or to direct the disposition of:

174,699

(iv) shared power to dispose or to direct the disposition of:

41,577,857

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

Date

By: /s/ H. J. Skelton

[Signature]

Charles P. Stephens, Director
By: H. J. Skelton, Attorney-in-Fact

[Name/Title]

CUSIP No. 974280 10 9

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert D.
Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida - United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 40,787,332
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 40,787,332
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,787,332	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [] None Excluded	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 28.7 %	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

Robert D. Davis

Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

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Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2004. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 40,787,332

(b) Percent of Class: 28.7%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

40,787,332

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

40,787,332

Item 5. Ownership of Five Percent or Less of a Class.

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N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

Date

/s/ Robert D. Davis

[Signature]

Edgar Filing: WINN DIXIE STORES INC - Form SC 13G

Robert D. Davis

[Name/Title]

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