

Edgar Filing: FLEMING COMPANIES INC /OK/ - Form 4

FLEMING COMPANIES INC /OK/

Form 4

March 17, 2003

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response.....0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

Mott	Randall	D.
-----	-----	-----
(Last)	(First)	(Middle)
Dell Computer		
One Dell Way, Mail Stop 8081		
-----	-----	-----
	(Street)	
Round Rock	TX	78682
-----	-----	-----
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Fleming Companies, Inc. (FLM)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

3/13/03

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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Director
 Officer (give title below)

 10% Owner
 Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price
Common Stock \$2.50 par value	3/13/03		A		5,000	A	*

FORM 4 (continued)

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

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1.	2.		3A.	4.	5.	6.	7.
Title of	Deriv-	Trans-	Deemed	Trans-	Number of	Exercisable and	Title and Amount
Derivative	ative	action	Execut-	action	Derivative	Expiration Date	of Underlying
Security	Secur-	Date	ion	Code	Securities	(Month/Day/Year)	Securities
(Instr. 3)	ity	(mm/dd/ yy)	Date if	(Instr.	Acquired (A)	Date	(Instr. 3 and 4)
			any	8)	or Disposed	Date	-----
			(mm/dd/ yy)	Code V	of (D)	Expir-	Amount
					(Instr. 3,	ation	or
					4 and 5)	Date	Number
					(A) (D)	Exer-	of
						cisable	Shares

Explanation of Responses:

RANDALL D. MOTT

3/14/03

**Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal

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Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, see Instruction 6 for procedure.

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