

SCOTT CHRISTOPHER L

Form 4

November 12, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCOTT CHRISTOPHER L

2. Issuer Name **and** Ticker or Trading
Symbol
WINN DIXIE STORES INC
[WINN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O WINN-DIXIE STORES,
INC., 5050 EDGEWOOD CT.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2010

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
GVP, Logistics & Distribution

JACKSONVILLE, FL 32254

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/10/2010		A	(A) or (D) Amount 4,486 (1)	\$ 0 21,553 (2)	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option	\$ 7.11	11/10/2010		A	8,308	(3) 11/10/2017	Common Stock	8,308

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCOTT CHRISTOPHER L C/O WINN-DIXIE STORES, INC. 5050 EDGEWOOD CT. JACKSONVILLE, FL 32254	GVP, Logistics & Distribution

Signatures

/s/ Larry B. Appel, as
Attorney-in-Fact 11/12/2010

__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).
- Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. The RSUs
- (1) become vested, and certificates for shares of common stock become deliverable, in three equal annual installments beginning on the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- (2) The amount of securities owned balance includes 11,004 RSUs for which stock certificates will be issued upon vesting.
- (3) The Option shall vest in equal annual installments over 3 years beginning with the first anniversary of the date of grant.

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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