

Smits James P
Form 3
January 18, 2011

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Smits James P

(Last)

(First)

(Middle)

5050 EDGEWOOD COURT

(Street)

JACKSONVILLE,Â FLÂ 32254

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/05/2011

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
GVP, Perishables

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,470

D

Â

Common Stock

3,799 ⁽¹⁾

D

Â

Common Stock

3,405 ⁽²⁾

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: Smits James P - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Option	Â (3)	12/09/2016	Common Stock	10,552	\$ 10.53	D	Â
Option	Â (4)	11/10/2017	Common Stock	6,306	\$ 7.11	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smits James P 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254	Â	Â	Â GVP, Perishables	Â

Signatures

/s/ Timothy L. Williams, as attorney-in-fact for James P. Smits 01/18/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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. Each RSU (1) represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. The outstanding RSUs become vested, and certificates for shares of common stock become deliverable, in equal annual installments on each of 12/9/2011 and 12/9/2012.

Represents RSUs awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. Each restricted stock unit represents a (2) contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. The restricted stock units vest in three equal annual installments beginning on November 10, 2011.

(3) Of the 10,552 outstanding options, there are 3,517 options that are vested and fully exercisable. The remaining 7,035 options shall vest in two annual installments on each of 12/9/2011 and 12/9/2012.

(4) The Option shall vest in equal annual installments over 3 years beginning on November 10, 2011.

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.