

WINN DIXIE STORES INC

Form 4

July 18, 2007

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

OMB APPROVAL

OMB  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Portnoy Daniel

(Last) (First) (Middle)

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

(Street)

JACKSONVILLE, FL 32254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
WINN DIXIE STORES INC  
[WINN]3. Date of Earliest Transaction  
(Month/Day/Year)  
07/16/20074. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
SVP, Chief Merch/Market Office6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |

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  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

## Edgar Filing: WINN DIXIE STORES INC - Form 4

| Security<br>(Instr. 3)   | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                     |                    |                 |                                     |
|--------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|
|                          |                                                   |                         | Code               | V                                                                              | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Option                   | \$ 30.45                                          | 07/16/2007              | A                  |                                                                                | 61,576           |                  | <u>(1)</u>          | 07/16/2014         | Common<br>Stock | 61,576                              |
| Restricted<br>Stock Unit | <u>(2)</u>                                        | 07/16/2007              | A                  |                                                                                | 24,631           |                  | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 24,631                              |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                                |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer                        | Other |
| Portnoy Daniel<br>C/O WINN-DIXIE STORES, INC.<br>5050 EDGEWOOD CT.<br>JACKSONVILLE, FL 32254 |               |           | SVP, Chief Merch/Market Office |       |

## Signatures

/s/ Larry B. Appel  
Attorney-in-Fact

07/18/2007

          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) The Option shall vest over 3 years with 33% vesting per year starting with the first anniversary of the date of grant.
- (2) Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- (3) The Restricted Stock Units are awarded under the Winn-Dixie Stores, Inc. Equity Incentive Plan. The Restricted Stock Units become vested, and shares of Stock become deliverable, in three equal annual installments beginning on 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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