BARNETT CAROL

Form 5

February 05, 2013

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

Expires: ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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response...

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * BARNETT CAROL			2. Issuer Name and Ticker or Trading Symbol PUBLIX SUPER MARKETS INC [NONE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) P.O. BOX 407	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/28/2012	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		

LAKELAND, Â FLÂ 33802-0407

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

(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) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	09/17/2012	Â	J	Amount 7,555	(D)	Price \$ 22	, , , , , , , , , , , , , , , , , , ,	I	As Custodian For Child (1)	
Common Stock	09/17/2012	Â	J	7,555	A	\$ 22	7,555	I	By Son (1)	
Common Stock	09/17/2012	Â	J	18,408	A	\$ 22	25,963	I	By Son	
Common Stock	12/05/2012	Â	J	172,210	D	\$ 22.5	4,073,758	I	By Grantor Retained Annuity Trust	

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Common Stock	12/05/2012	Â	J	172,210	A	\$ 22.5	38,210,219	D	Â
Common Stock	12/05/2012	Â	J	1,320,778	D	\$ 22.5	2,572,980	I	By Grantor Retained Annuity Trust
Common Stock	12/05/2012	Â	J	1,320,778	D	\$ 22.5	1,432,202	I	By Grantor Retained Annuity Trust
Common Stock	12/21/2012	Â	G	590,000	D	\$ 22.5	37,620,219	D	Â
Common Stock	12/21/2012	Â	G	22,358	D	\$ 22.5	37,597,861	D	Â
Common Stock	12/21/2012	Â	G	5,333	D	\$ 22.5	37,592,528	D	Â
Common Stock	12/21/2012	Â	G	5,333	A	\$ 22.5	31,296	I	By Son
Common Stock	Â	Â	Â	Â	Â	Â	553,362	I	By Spouse (2)
Common Stock	Â	Â	Â	Â	Â	Â	1,638.5617	I	By Spouse's 401(k) (2)
Common Stock	Â	Â	Â	Â	Â	Â	712,146	I	By Spouse's Charitable Lead Annuity Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	1,013,740	I	By Spouse's Children's Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	253,245.7092	I	By Spouse's ESOP (2)
Common Stock	Â	Â	Â	Â	Â	Â	948,923	I	By Spouse's Grandchildren Trust (2)

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

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SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Se
	Derivative				Securities	S	(Instr. 3 and 4)		В
	Security				Acquired				Ο

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

(A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares

Is

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARNETT CAROL
P.O. BOX 407
 X Â Â

LAKELAND, FLÂ 33802-0407

Signatures

/s/ Monica Allman, POA on file for Carol
Barnett
02/05/2013

**Signature of Reporting Person

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) Represents a transfer of shares to a child under the Uniform Transfers to Minors Act.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Date

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