

PUBLIX SUPER MARKETS INC
 Form 5
 February 02, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CRENSHAW WILLIAM E

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) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/27/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

P.O. BOX 407

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LAKELAND, FL 33802-0407

(City) (State) (Zip)

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. 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 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)
				(A) Amount	(D) Price			
Common Stock	03/11/2014	Â	G	1,392	D \$ 30.15	600,810	I	By Trustee Of Mother's Trust
Common Stock	03/11/2014	Â	G	1,392	A \$ 30.15	13,258	I	By Trustee Of Nephews' Trust
Common Stock	03/11/2014	Â	G	1,392	D \$ 30.15	5,999,418	I	By Trustee Of Mother's Trust

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Common Stock	03/11/2014	Â	G	1,392	A	\$ 30.15	12,106	I	By Trustee Of Niece's Trust
Common Stock	03/11/2014	Â	G	464	A	\$ 30.15	2,052,000	D	Â
Common Stock	03/11/2014	Â	G	464	D	\$ 30.15	5,998,954	I	By Trustee Of Mother's Trust
Common Stock	03/11/2014	Â	G	1,623	D	\$ 30.15	5,997,331	I	By Trustee Of Mother's Trust
Common Stock	03/11/2014	Â	G	2,784	D	\$ 30.15	2,049,216	D	Â
Common Stock	03/11/2014	Â	G	67,310	D	\$ 30.15	252,219	I	By Trustee GRAT Trust
Common Stock	03/11/2014	Â	J4	89,072	D	\$ 30.15	163,147	I	By Trustee GRAT Trust
Common Stock	03/11/2014	Â	J4	89,072	A	\$ 30.15	2,138,288	D	Â
Common Stock	04/18/2014	Â	J	165,838	A	\$ 30.15	328,985	I	By Trustee GRAT Trust
Common Stock	04/18/2014	Â	J	165,838	D	\$ 30.15	1,972,450	D	Â
Common Stock	08/05/2014	Â	G	2,102	A	\$ 33.85	15,360	I	By Trustee Of Nephews' Trust
Common Stock	08/05/2014	Â	G	2,102	D	\$ 33.85	5,995,229	I	By Trustee Of Mother's Trust
Common Stock	08/05/2014	Â	G	3,254	D	\$ 33.85	5,991,975	I	By Trustee Of Mother's Trust
Common Stock	08/05/2014	Â	G	3,254	A	\$ 33.85	15,360	I	By Trustee Of Niece's Trust
Common Stock	08/26/2014	Â	G	1,652	D	\$ 33.85	1,970,798	D	Â
Common Stock	08/26/2014	Â	J	45,125	D	\$ 33.85	283,860	I	By Trustee GRAT

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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)	
Common Stock		08/26/2014		J	A	\$ 33.85 2,015,923	D	Trust
Common Stock		08/26/2014		G	D	\$ 33.85 174,700	I	By Trustee GRAT Trust
Common Stock		08/26/2014		J	D	\$ 33.85 165,838	I	By Trustee GRAT Trust
Common Stock		08/26/2014		J	D	\$ 33.85 5,983,374	I	By Trustee Of Mother's Trust
Common Stock		12/31/2014		G	D	\$ 33.8 2,009,401	D	
Common Stock		12/31/2014		J	D	\$ 33.8 5,982,960	I	By Trustee Of Mother's Trust
Common Stock						1,777.5709	I	By 401(k) ⁽¹⁾
Common Stock						173,092.403	I	By ESOP ⁽²⁾
Common Stock						43,260	I	By Family Limited Partnership ⁽³⁾
Common Stock						25,000	I	By Spouse
Common Stock						19,280	I	By Spouse As Custodian For Children

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.

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

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)
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					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
SERP Stock	Â	03/03/2014	Â	A	2,084.6362	Â	Â (4)	Â (4)	Common Stock	2,084

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRENSHAW WILLIAM E P.O. BOX 407 LAKELAND, FL 33802-0407	Â X	Â	Â CEO	Â

Signatures

/s/ Monica Allman, POA on file for William E
Crenshaw

02/02/2015

__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) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).
 - (2) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).
 - (3) The reporting person disclaims beneficial ownership of the common stock held by the Limited Partnership except to the extent of his pecuniary interest therein.
- Each share of SERP stock is the economic equivalent of one share of common stock. The shares of SERP stock become payable in
- (4) common stock upon the reporting person's termination of employment in accordance with the Publix Super Markets, Inc. Supplemental Executive Retirement Plan.

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.