

WINN DIXIE STORES INC
Form 4
October 22, 2004

FORM 4

**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).

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 *
DAVIS T WAYNE

(Last) (First) (Middle)
1910 SAN MARCO BLVD.
(Street)

JACKSONVILLE, FL 32207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WINN DIXIE STORES INC [WIN]

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

10/20/2004

4. 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)

6. 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 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/20/2004		A ⁽¹⁾	947 A \$ 0 (1)	129,282	D	
Common Stock					62,000	I	Trust FBO TWD
Common Stock					2,050,593	I	D.D.I., Inc. (2)
Common Stock					19,582	I	Trusts (2)
Common Stock					1,400	I	Retirement Plans (3)

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- (3) Represents shares held by the Profit Sharing Trust for TWD Family - WD Charities, Inc. of which T. Wayne Davis is Trustee and a 65.37% participant.
- (4) T. Wayne Davis was granted the option to purchase 5,000 shares of Winn-Dixie common stock at \$3.17 per share under the stock plan for directors.

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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