WINN DIXIE STORES INC

Form 4

February 26, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Reinken Sheila

(Middle)

5. Relationship of Reporting Person(s) to Issuer

Symbol WINN DIXIE STORES INC

2. Issuer Name and Ticker or Trading

(Check all applicable)

[WINN]

(Last) (First)

C/O WINN-DIXIE STORES.

(Street)

(State)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

02/22/2007

INC., 5050 EDGEWOOD CT.

6. Individual or Joint/Group Filing(Check

VP, Finance & Treasurer

Applicable Line)

Filed(Month/Day/Year)

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

below)

JACKSONVILLE, FL 32254

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day	/Year)	(Instr. 3 and	4)
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 16.77	02/22/2007		A	22,981	<u>(1)</u>	02/22/2014	Common Stock	22,981
Restricted Stock Unit	<u>(2)</u>	02/22/2007		A	12,257	(3)	(3)	Common Stock	12,257

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reinken Sheila

C/O WINN-DIXIE STORES, INC.

5050 EDGEWOOD CT.

JACKSONVILLE, FL 32254

VP, Finance & Treasurer

Signatures

/s/ Larry B. Appel Attorney-in-Fact 02/26/2007

**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. 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.

Reporting Owners 2