Hart Maura Form 4 March 13, 2012

FORM 4

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

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 * Hart Maura

(Last) (First) (Middle)

5050 EDGEWOOD COURT

(Street)

JACKSONVILLE, FL 32254

2. Issuer Name and Ticker or Trading

Symbol

WINN DIXIE STORES INC [WINN]

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

03/09/2012

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

below) below)

Group VP and CIO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(City)	(State)	(Zip) Tab	le I - Non-De	rivative Se	curities A	Acqui	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquir Transaction (A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D) P	Price	(Instr. 3 and 4)		
Common Stock	03/09/2012		A(1)	854 <u>(1)</u>	A \$	\$ 0	9,178	D	
Common Stock	03/09/2012		A <u>(1)</u>	509 (1)	A \$	\$ 0	9,687	D	
Common Stock	03/09/2012		A <u>(1)</u>	4,257 (1)	A \$	\$ 0	13,944	D	
Common Stock	03/09/2012		A(1)	4,335 (1)	A \$	\$ 0	18,279	D	
Common Stock	03/09/2012		D(2)(3)	15,661 (3)	D \$	\$ 9.5	2,618	D	

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Common 2,618 03/09/2012 $D^{(2)(4)}$ D Stock

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

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(9-02)

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. Transactic Code (Instr. 8)	5. Number proof 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)		8. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 7.11	03/09/2012		D(5)	6,306	<u>(5)</u>	11/10/2017	Common Stock	6,306	\$
Option	\$ 6.24	03/09/2012		D <u>(5)</u>	5,352	<u>(5)</u>	11/09/2018	Common Stock	5,352	\$

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Hart Maura

5050 EDGEWOOD COURT Group VP and CIO

JACKSONVILLE, FL 32254

Signatures

Timothy L. Williams, as 03/13/2012 attorney-in-fact

> **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) Represents acceleration of performance based RSUs pursuant to the terms of the Restricted Stock Unit Award Agreement.

Reporting Owners 2

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- On March 9, 2012 Winn-Dixie Stores, Inc. was acquired by BI-LO, LLC with BI-LO paying \$9.50 for each share of Winn-Dixie common stock outstanding (the Merger). Dispositions by reporting person in the Merger were approved in advance by the Winn-Dixie board of directors.
- (3) In connection with the terms of the Merger, restricted stock units held by reporting person were converted into the \$9.50 per share merger consideration.
- (4) In connection with the terms of the Merger, common shares held by reporting person subject were converted into the \$9.50 per share merger consideration.
- In connection with the terms of the Merger, each stock option was cancelled and reporting person received consideration equal to the number of shares subject of the option multiplied by the difference between the exercise price and \$9.50, with no consideration being paid for stock options having exercise prices greater than \$9.50.

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.