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APPEL LA Form 4												
March 13, 2	ЛЛ	STATES						E CO	OMMISSION	OMB AF	PROVAL 3235-0287	
Check th	uis box		Wa	shingto	n, I	D.C. 20549				Number:		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 16. Form 4 or Form 5 obligations may continue. See Instruction							Exch ny Ao	ange . ct of 1	January 31, 2005 verage rs per 0.5			
(Print or Type	Responses)											
	Address of Reporting URENCE B	Person <u>*</u>	Symbol	DIXIE S		icker or Tra	-		. Relationship of I ssuer (Check	Reporting Pers		
(1				3. Date of Earliest Transaction (Month/Day/Year) 03/09/2012					Director 10% Owner X Officer (give title Other (specify below) below) SVP, Retail Operations			
	(Street)			endment, l nth/Day/Ye		Original		A	. Individual or Joi applicable Line) X_Form filed by On	ne Reporting Per	rson	
JACKSON	VILLE, FL 32254	1						P	Form filed by Mo Person	ore than One Rej	porung	
(City)	(State)	(Zip)	Tab	le I - Non	-De	rivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deeme (Month/Day/Year) Execution I any (Month/Day		Date, if	3. Transact Code (Instr. 8) Code		4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 and 5) (A) or Amount (D) Pri			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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/09/2012			A <u>(1)</u>		11,949 (1)	A	\$0	90,097	D		
Common Stock	03/09/2012			A <u>(1)</u>		21,000 (1)	А	\$0	111,097	D		
Common Stock	03/09/2012			A <u>(1)</u>		10,073 (1)	А	\$0	121,070	D		
Common Stock	03/09/2012			A <u>(1)</u>		18,503 (1)	А	\$0	139,674	D		
Common Stock	03/09/2012			A <u>(1)</u>		10,280 (1)	А	\$0	155,094	D		

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Common Stock	03/09/2012	D(2)(3)	110,535 (<u>3</u>)	D	\$ 9.5	44,559	D
Common Stock	03/09/2012	D(2)(4)	44,559 (4)	D	\$ 9.5	0	D

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.

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 E S (1	
				Code V	(A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 7.11	03/09/2012		D <u>(5)</u>		27,412	(5)	11/10/2017	Common Stock	27,412	
Option	\$ 6.24	03/09/2012		D <u>(5)</u>		19,038	(5)	11/09/2018	Common Stock	19,038	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
APPEL LAURENCE B 5050 EDGEWOOD CT JACKSONVILLE, FL 32254			SVP, Retail Operations					
Signatures								
Timothy L. Williams, as attorney-in-fact		03/13/						
<pre>**Signature of Reporting Person</pre>		Date	9					

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.

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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
 (2) 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.