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FLEMING COMPANIES INC /OK/
Form 10-K/A
March 23, 2001

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

FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the fiscal year ended December 30, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-8140

FLEMING COMPANIES, INC.
(Exact name of registrant as specified in its charter)

Oklahoma 48-0222760
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1945 Lakepointe Drive, Box 299013
Lewisville, Texas 75029
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (972) 906-8000

Securities registered pursuant to Section 12(b) of the Act:

| TITLE OF EACH CLASS | NAME OF EACH EXCHANGE ON WHICH REGISTERED |
|--------------------------------|---|
| Common Stock, \$2.50 Par Value | New York Stock Exchange |
| | Pacific Stock Exchange |
| | Chicago Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K.

The aggregate market value of the common shares (based upon the closing price on March 9, 2001 of these shares on the New York Stock Exchange) of Fleming Companies, Inc. held by nonaffiliates was approximately \$930 million.

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As of March 9, 2001, 39,753,000 common shares were outstanding.

Documents Incorporated by Reference

A portion of Part III has been incorporated by reference from the registrant's proxy statement in connection with its annual meeting of shareholders to be held on May 15, 2001.

NOTE: The purpose of this Amendment is to reflect disclosure of delinquent filers in the registrant's proxy statement by deleting the check mark from the appropriate box on the cover page.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Fleming has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 23rd day of March, 2001.

FLEMING COMPANIES, INC.

MARK S. HANSEN

By: Mark S. Hansen
Chairman and Chief
Executive Officer
(Principal executive
officer)

NEAL RIDER

By: Neal Rider
Executive Vice President
and Chief Financial Officer
(Principal financial and
accounting officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 23rd day of March, 2001.

MARK S. HANSEN
Mark S. Hansen
(Chairman of the
Board)

NEAL RIDER
Neal Rider
(Chief Financial
Officer)

HERBERT M. BAUM *
Herbert M. Baum
(Director)

ARCHIE R. DYKES *
Archie R. Dykes
(Director)

CAROL B. HALLETT *
Carol B. Hallett
(Director)

ROBERT HAMADA *
Robert Hamada
(Director)

EDWARD C. JOULLIAN III *
Edward C. Joullian III
(Director)

GUY A. OSBORN *
Guy A. Osborn
(Director)

ALICE M. PETERSON *
Alice M. Peterson
(Director)

*A Power of Attorney authorizing Neal Rider to sign the Annual Report on Form

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10-K on behalf of each of the indicated directors of Fleming Companies, Inc. has been filed herein as Exhibit 24.