

WINN DIXIE STORES INC
 Form 4
 September 23, 2008

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 *
 Garcia Charles P

2. Issuer Name and Ticker or Trading Symbol
 WINN DIXIE STORES INC
 [WINN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 5050 EDGEWOOD COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/22/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

JACKSONVILLE, FL 32254
 (City) (State) (Zip)

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

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)
Common Stock	09/22/2008 ⁽¹⁾		J ⁽¹⁾	V A	3,381 \$ 0 <u>(1)</u>	A	8,047 ⁽²⁾ D
Common Stock	09/22/2008 ⁽³⁾		J ⁽³⁾	V A	5,319 \$ 0 <u>(3)</u>	A	13,366 ⁽⁴⁾ D

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

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 (9-02)

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

Table with 9 columns: 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. Transaction Code (Instr. 8), 5. Number of 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, and Amount or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships include Director, 10% Owner, Officer, Other. Example: Garcia Charles P, 5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254, Director: X.

Signatures

/s/ Larry B. Appel
Attorney-in-Fact
**Signature of Reporting Person
Date: 09/22/2008

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 3,381 Restricted Stock Units ("RSUs") that were granted on February 22, 2007 which have not yet vested. The grant of these RSUs was previously and timely reported in Table II. The Issuer's method of reporting RSU grants (which may be settled only in Issuer stock) has been revised to report such grants in Table I rather than as previously reported in Table II. The RSUs vest in three equal installments beginning on the first anniversary of the date of grant.
(2) The amount of securities owned balance includes 3,381 RSUs for which stock certificates will be issued upon vesting.
(3) Represents 5,319 RSUs that were granted on November 8, 2007 which have not yet vested. The grant of these RSUs was previously and timely reported in Table II. The Issuer's method of reporting RSU grants (which may be settled only in Issuer stock) has been revised to report such grants in Table I rather than as previously reported in Table II. The RSUs vest fully on the first anniversary of the date of grant.
(4) The amount of securities owned balance includes 8,700 RSUs for which stock certificates will be issued upon vesting.

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.