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FLEMING COMPANIES INC /OK/

Form 8-K

August 12, 2002

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 12, 2002

FLEMING COMPANIES, INC.
(Exact Name of Registrant As Specified in Its Charter)

Oklahoma
(State of Incorporation)

1-8140
(Commission File No.)

48-0222760
(I.R.S. Employer
Identification No.)

1945 Lakepointe Drive, Lewisville, Texas 75057
(Address of Principal Executive Offices, Including Zip Code)

(972) 906-8000
(Registrant's Telephone Number, Including Area Code)

ITEM 9. REGULATION FD DISCLOSURE

(a) On August 12, 2002, Fleming Companies, Inc. filed with the Securities and Exchange Commission the written statements under oath of its Principal Executive Officer and Principal Financial Officer in accordance with the Securities and Exchange Commission's June 27, 2002 Order (File No. 4-460) requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, as amended. Copies of each of these statements are attached hereto as Exhibits 99.1 and 99.2, respectively. The foregoing information, including the exhibits, is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of Fleming Companies, Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

(b) Exhibits.

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|--|
| 99.1 | Statement Under Oath of Mark S. Hansen, Principal Executive Officer of Fleming Companies, Inc. |
| 99.2 | Statement Under Oath of Neal J. Rider, Principal Financial Officer of Fleming Companies, Inc. |

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 12, 2002

FLEMING COMPANIES, INC.

By: /s/ Neal J. Rider

Neal J. Rider
Executive Vice President and Chief
Financial Officer

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EXHIBIT INDEX

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