

Edgar Filing: WINN DIXIE STORES INC - Form SC 13G

WINN DIXIE STORES INC
Form SC 13G
February 14, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 18)

Winn-Dixie Stores, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

974280 10 9

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))
Page 1 of 35 Pages

CUSIP No. 974280 10 9

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| | |
|--|---|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) D.D.I., Inc. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Florida - United States |
| 5 | SOLE VOTING POWER 40,787,332 |
| Number of Shares Beneficially Owned By Each Reporting Person With | 6 SHARED VOTING POWER -0- 7 SOLE DISPOSITIVE POWER 40,787,332 8 SHARED DISPOSITIVE POWER -0- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,787,332 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) None Excluded <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 28.8% |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO |

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

D.D.I., Inc.

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Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or

13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2005. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 40,787,332

(b) Percent of Class: 28.8%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
40,787,332

(ii) shared power to vote or to direct the vote:
-0-

(iii) sole power to dispose or to direct the disposition of:
40,787,332

(iv) shared power to dispose or to direct the disposition of:
-0-

Item 5. Ownership of Five Percent or Less of a Class.

N/A

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing
this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

February 7, 2006
Date

By: /s/ E. Ellis Zahra, Jr.

Signature

D.D.I., Inc.
E. Ellis Zahra, Jr., President
Name/Title

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CUSIP No. 974280 10 9

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Davis Family Irrevocable Term Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida - United States

5 SOLE VOTING POWER
NUMBER OF SHARES 48,056,704

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

7 SOLE DISPOSITIVE POWER
48,056,704

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
48,056,704

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
33.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

Davis Family Irrevocable Term Trust

Item 2(b). Address of Principal Business Office or, if none,

Residence:

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4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c).

Citizenship:

Florida - United States

Item 2(d).

Title of Class of Securities:

Common Stock

Item 2(e).

CUSIP Number:

974280 10 9

Item 3.

If this statement is filed pursuant to Rules

13d-1(b), or 13d-2(b) or (c), check whether the

person filing is a:

N/A

Item 4.

Ownership

The following ownership information is provided as of December 31, 2005. The reporting person does not have any current right to acquire additional shares as such right is defined in Rule 13d-3.

(a) Amount Beneficially Owned: 48,056,704

(b) Percent of Class: 33.9%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
48,056,704

(ii) shared power to vote or to direct the vote:
-0-

(iii) sole power to dispose or to direct the disposition of:
48,056,704

(iv) shared power to dispose or to direct the disposition of:
-0-

Item 5.

Ownership of Five Percent or Less of a Class.

N/A

Item 6.

Ownership of More than Five Percent on Behalf of

Another Person.

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N/A

Item 7. Identification and Classification of the Subsidiary

Which Acquired the Security Being Reported on By the

Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing
this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

Page 8 of 35 Pages

CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2006
Date

By: /s/ Scott A. Oko

Signature

Davis Family Irrevocable Term Trust
Scott A. Oko, Trustee
Name/Title

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CUSIP No. 974280 10 9

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Scott A. Oko

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida - United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER
48,057,070

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
48,057,070

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
48,057,070

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
33.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

Scott A. Oko

Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

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Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules

13d-1(b), or 13d-2(b) or (c), check whether the

person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as
of December 31, 2005. The reporting person does not
have any current right to acquire additional shares
as such right is defined in Rule 13d-3.
(a) Amount Beneficially Owned: 48,057,070
(b) Percent of Class: 33.9%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
48,057,070

(ii) shared power to vote or to direct the vote:
-0-

(iii) sole power to dispose or to direct the
disposition of:
48,057,070

(iv) shared power to dispose or to direct the
disposition of:
-0-

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of

Another Person.

N/A

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Item 7. Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent

Holding Company.

N/A

Item 8. Identification and Classification of Members of

the Group.

See Exhibit I for the identity of the group members
filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

February 7, 2006
Date

/s/ Scott A. Oko

Signature

Scott A. Oko
Name/Title

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CUSIP No. 974280 10 9

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
T. Wayne Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida - United States

| | | |
|---|---|--|
| NUMBER OF SHARE BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 233,731 |
| | 6 | SHARED VOTING POWER 40,811,332 |
| | 7 | SOLE DISPOSITIVE POWER 233,731 |
| | 8 | SHARED DISPOSITIVE POWER 40,811,332 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
41,045,063

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)
None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
29.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

Page 14 of 35 Pages

CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

T. Wayne Davis

Item 2(b). Address of Principal Business Office or, if none, Residence:

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1910 San Marco Blvd., Jacksonville, FL 32207

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules

13d-1(b), or 13d-2(b) or (c), check whether the

person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as
of December 31, 2005. The reporting person has the
right to acquire additional shares as such right
is defined in Rule 13d-3. Such shares are included
in this Item 4 and are disclosed in Note (A) to
Exhibit I hereto.

(a) Amount Beneficially Owned: 41,045,063

(b) Percent of Class: 29.0%

Page 15 of 35 Pages

CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
233,731

(ii) shared power to vote or to direct the vote:
40,811,332

(iii) sole power to dispose or to direct the disposition of:
233,731

(iv) shared power to dispose or to direct the disposition of:
40,811,332

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on By the Parent Holding Company..

N/A

Item 8. Identification and Classification of Members of

the Group.

See Exhibit I for the identity of the group members filing
this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

February 7, 2006
Date

By: /s/ E. Ellis Zahra, Jr.

Signature

T. Wayne Davis, Director
By: E. Ellis Zahra, Jr., Attorney-in-Fact
Name/Title

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CUSIP No. 974280 10 9

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) A. Dano
Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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(a) [X]
 (b) []

| | | |
|--|--|--|
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Florida - United States |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 4,978,816 |
| | 6 | SHARED VOTING POWER 42,804,363 |
| | 7 | SOLE DISPOSITIVE POWER 4,978,816 |
| | 8 | SHARED DISPOSITIVE POWER 42,804,363 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 47,783,179 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | [] None Excluded |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 33.7% |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN | |

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

 Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

 5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

 A. Dano Davis

Item 2(b). Address of Principal Business Office or, if none, Residence:

 4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

 Florida - United States

Item 2(d). Title of Class of Securities:

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Common Stock

Item 2 (e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules

13d-1(b), or 13d-2(b) or (c), check whether the

person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2005. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 47,783,179

(b) Percent of Class: 33.7%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
4,978,816

(ii) shared power to vote or to direct the vote:
42,804,363

(iii) sole power to dispose or to direct the disposition of:
4,978,816

(iv) shared power to dispose or to direct the disposition of:
42,804,363

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of

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the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

Page 20 of 35 Pages

CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2006
Date

By: /s/ E. Ellis Zahra, Jr.

Signature

A. Dano Davis
By: E. Ellis Zahra, Jr., Attorney-in-Fact
Name/Title

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CUSIP No. 974280 10 9

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)
Charles P. Stephens

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Georgia - United States

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| | | | |
|--|---|--|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 175,489 | |
| | 6 | SHARED VOTING POWER 41,577,857 | |
| | 7 | SOLE DISPOSITIVE POWER 175,489 | |
| | 8 | SHARED DISPOSITIVE POWER 41,577,857 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 41,753,346 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) None Excluded | | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 29.5% | | |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN | | |

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CUSIP No. 974280 10 9

- Item 1(a). Name of Issuer:
----- Winn-Dixie Stores, Inc. -----
- Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699
- Item 2(a). Name of Person Filing:

Charles P. Stephens
- Item 2(b). Address of Principal Business Office or, if none, Residence:

P O Box 2100, Peachtree City, GA 30269
- Item 2(c). Citizenship:

Georgia - United States
- Item 2(d). Title of Class of Securities:

Common Stock
- Item 2(e). CUSIP Number:

974280 10 9
- Item 3. If this statement is filed pursuant to Rules

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13d-1(b), or 13d-2(b) or (c), check whether the

person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2005. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 41,753,346

(b) Percent of Class: 29.5%

Page 23 of 35 Pages

CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
175,489

(ii) shared power to vote or to direct the vote:
41,577,857

(iii) sole power to dispose or to direct the disposition of:
175,489

(iv) shared power to dispose or to direct the disposition of:
41,577,857

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on By the Parent Holding Company..

N/A

Item 8. Identification and Classification of Members of

the Group. See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

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N/A

Page 24 of 35 Pages

CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2006
Date

By: /s/ E. Ellis Zahra, Jr.

Signature

Charles P. Stephens, Director
By: E. Ellis Zahra, Jr., Attorney-in-Fact
Name/Title

Page 25 of 35 Pages

CUSIP No. 974280 10 9

| | |
|--|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert D. Davis |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Florida - United States |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 SOLE VOTING POWER 0 |
| | 6 SHARED VOTING POWER 40,787,332 |
| | 7 SOLE DISPOSITIVE POWER 0 |
| | 8 SHARED DISPOSITIVE POWER 40,787,332 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,787,332 |

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (SEE INSTRUCTIONS)
 None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 28.8 %

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

Page 26 of 35 Pages

CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

 Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

 5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

 Robert D. Davis

Item 2(b). Address of Principal Business Office or, if none, Residence:

 4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

 Florida - United States

Item 2(d). Title of Class of Securities:

 Common Stock

Item 2(e). CUSIP Number:

 974280 10 9

Item 3. If this statement is filed pursuant to Rules

 13d-1(b), or 13d-2(b) or (c), check whether the

 person filing is a:

 N/A

Item 4. Ownership

 The following ownership information is provided as
 of December 31, 2005. The reporting person has the
 right to acquire additional shares as such right

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is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

- (a) Amount Beneficially Owned: 40,787,332
- (b) Percent of Class: 28.8%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:
0
- (ii) shared power to vote or to direct the vote:
40,787,332
- (iii) sole power to dispose or to direct the disposition of:
0
- (iv) shared power to dispose or to direct the disposition of:
40,787,332

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of

Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent

Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing
this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2006
Date

By: /s/ E. Ellis Zahra, Jr

Signature

Robert D. Davis
By: E. Ellis Zahra, Jr., Attorney-in-Fact
Name/Title

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OWNERS OF 5% OR MORE OF OUTSTANDING SHARES
DECEMBER 31, 2005

SOLE VOTING AND DISPOSITIVE POWER

| OWNER (**) | Total No. of Shares | T. WAYNE DAVIS ("TWD") | A. DANO DAVIS ("DANO") | CHARLES P. STEPHENS ("CPS") | ROBERT D. DAVIS ("RDD") | DFI TERM TRUST ("DFI") (A) | SAO (***) |
|--------------------------------|---------------------------|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------------|--------------|
| DFI TERM TRUST | 48,056,704 (A) | ----- | ----- | ----- | ----- | 48,056,704 | 48,056,704 |
| SCOTT A. OKO | 366 | ----- | ----- | ----- | ----- | ----- | 366 |
| AKD-SDS PARTNERS I, LTD. | 600,600 (B) | ----- | ----- | ----- | ----- | ----- | ----- |
| AKD-KDO PARTNERS I, LTD. | 600,600 (B) | ----- | ----- | ----- | ----- | ----- | ----- |
| AKD-CDC PARTNERS I, LTD. | 600,600 (B) | ----- | ----- | ----- | ----- | ----- | ----- |
| JED - WD CHARITIES, | | | | | | | |

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| | | | | | | | | |
|--------------------------|------------|-----|--------|---------|---------|-------|------------|----------|
| INC. | 12,572 | (C) | ----- | ----- | ----- | ----- | ----- | ----- |
| JED FAMILY TRUSTS | 281,377 | (D) | ----- | 3,000 | ----- | ----- | ----- | ----- |
| DANO FAMILY TRUSTS | 213,490 | (E) | ----- | 98,010 | ----- | ----- | ----- | ----- |
| MAD FAMILY TRUSTS | 22,053 | (F) | ----- | ----- | ----- | ----- | ----- | ----- |
| CPS FAMILY AND TRUSTS | 983,374 | (G) | ----- | ----- | 175,489 | ----- | ----- | ----- |
| TWD - WD CHARITIES, INC. | 24,000 | (H) | ----- | ----- | ----- | ----- | ----- | ----- |
| TWD - RETIREMENT PLANS | 1,400 | | 1,400 | ----- | ----- | ----- | ----- | ----- |
| OTHER FAMILY OF TWD | 1,643 | (I) | ----- | ----- | ----- | ----- | ----- | ----- |
| TWD FAMILY AND TRUSTS | 49,043 | (J) | 49,043 | ----- | ----- | ----- | ----- | ----- |
| | 51,447,822 | | 50,443 | 101,010 | 175,489 | | 48,056,704 | 48,057,0 |
| | ===== | | ===== | ===== | ===== | | ===== | ===== |
| Percent of Class | 36.3% | | | 0.1% | 0.1% | | 33.9% | 33.9% |

(**) References to ADD and JED pertain to A. Darius Davis and James E. Davis, respectively. ADD, and M. Austin Davis ("MAD"), all of which were brothers and the founders of the issuer, are deceased. ADD, son of ADD, son of JED, son of Tine, and son-in-law of MAD, respectively.

(***) References to SAO pertain to Scott A. Oko, trustee of DFI Term Trust.

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(A) A trust, formed on November 22, 2004, to which certain shareholders of the issuer, DDI, Inc. and Estuary Corporation ("Estuary") (collectively, the "Grantors") contributed on December 28, 2005 their shares of such corporations' stock in exchange for separate shares of beneficial interest in the trust. As a result of such contributions of securities by the Grantors, the trust has beneficial interest in 33.9% of the issuer's common stock. Such shares of beneficial interest in the trust were held directly on December 31, 2005. On January 3, 2006, the following shares of the issuer's common stock were distributed to Grantors for which the following reporting persons have sole or shared voting and dispositive powers.

| Reporting Person | Voting and Dispositive Powers | |
|------------------|-------------------------------|-----------|
| | Sole | Shared |
| TWD | 183,288 | |
| DANO | 4,877,806 | 1,758,372 |
| DDI | 40,787,332 (*) | |
| | 45,848,426 | 1,758,372 |
| | ===== | ===== |

(*) Also shared by TWD, DANO, CPS and RDD.

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- (B) Limited partnership of which its limited partners are trusts FBO MAD family members and the general partner is a corporation, controlled by a non-family member, which is wholly owned by a trust FBO a MAD family member.
- (C) Private charitable foundation of which DANO, his sister and his mother are directors and DANO is an officer.
- (D) Trusts of which DANO and his sister are co-trustees or each are sole trustee, and his mother, sister and his sister's children are the beneficiaries.
- (E) Trusts FBO DANO and/or his sons of which DANO is sole trustee or co-trustee.
- (F) Trusts FBO MAD family members.
- (G) CPS, his wife, and his son, each individually, and irrevocable trusts of which CPS is co-trustee with his wife and his wife and children are beneficiaries.
- (H) Private charitable foundation of which TWD is a director.
- (I) TWD's sister as custodian for her grandchild and an irrevocable trust FBO TWD's sister's grandchild.
- (J) TWD, individually and as custodian for his grandchildren and irrevocable trusts FBO TWD's daughters of which TWD is sole trustee.

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Schedule A

SPECIAL POWER OF ATTORNEY

STATE OF Florida
COUNTY OF Duval

KNOW ALL MEN BY THESE PRESENTS: That I, T. WAYNE DAVIS, with offices at 1910 San Marco Boulevard, Jacksonville, Florida, do hereby make, constitute and appoint E. Ellis Zahra, Jr., of 4310 Pablo Oaks Court, Jacksonville, Florida, my true and lawful Attorney-in- Fact, for me and in my name, place and stead:

to sign, deliver and file in my name and on my behalf all forms or reports required to be filed with the Securities and Exchange Commission by officers and directors and security holders of Winn-Dixie Stores, Inc., a Florida corporation, SEC File No. 1-3657, pursuant to Sections 13d and 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

The rights, powers and authorities of my Attorney-in-Fact, granted in this Special Power of Attorney shall commence and be in full force and effect from the date hereof and shall remain in full force and effect thereafter until I give notice in writing to my Attorney-in-Fact that such Power is terminated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of May, 2005.

Signed, sealed and delivered

 /s/ T. Wayne Davis

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in the presence of:

T. WAYNE DAVIS

_____/s/ Elizabeth Killough_____

_____/s/ Margaret M. Riley_____

STATE OF _____Florida_____
COUNTY OF _____Duval_____

Before me, the undersigned, a notary public, State of _____Florida_____ at Large, an officer duly authorized to take acknowledgements, personally appeared T. WAYNE DAVIS, known to me (or satisfactorily proven) to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the uses and purposes in said instrument set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this _____13th_____ day of May, 2005.

_____/s/ Elizabeth D. Killough_____
Notary Public, State of _____Florida_____
at Large

(NOTARIAL SEAL) Elizabeth D Killough
My Commission DD063099
Expires December 7 2005

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Schedule B

SPECIAL POWER OF ATTORNEY

STATE OF FLORIDA
COUNTY OF DUVAL

KNOW ALL MEN BY THESE PRESENTS: That I, A. DANO DAVIS, with offices at 4310 Pablo Oaks Court, Jacksonville, Florida, do hereby make, constitute and appoint E. Ellis Zahra, Jr., of 4310 Pablo Oaks Court, Jacksonville, Florida, my true and lawful Attorney-in- Fact, for me and in my name, place and stead:

to sign, deliver and file in my name and on my behalf all forms or reports required to be filed with the Securities and Exchange Commission by officers and directors and security holders of Winn-Dixie Stores, Inc., a Florida corporation, SEC File No. 1-3657, pursuant to Sections 13d and 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

The rights, powers and authorities of my Attorney-in-Fact, granted in this Special Power of Attorney shall commence and be in full force and effect from the date hereof and shall remain in full force and effect thereafter until I give notice in writing to my Attorney-in-Fact that such Power is terminated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ___12h___ day of May, 2005.

Signed, sealed and delivered
in the presence of:

_____/s/ A. Dano Davis_____
A. DANO DAVIS

_____/s/ Lori A. Goddard_____

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____/s/ Diane P. Vorrace_____

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned, a notary public, State of Florida at Large, an officer duly authorized to take acknowledgements, personally appeared A. DANO DAVIS, known to me (or satisfactorily proven) to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the uses and purposes in said instrument set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this ____12th____ day of May, 2005.

____/s/ Helen S. Lundquist_____
Notary Public, State of Florida at Large

(NOTORAL SEAL) HELEN S. LUNDQUIST
My comm. expires Sept. 24, 2005
Comm. No. DD 043421
Bonded thru Not. Pub. Underwriters

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Schedule C

SPECIAL POWER OF ATTORNEY

STATE OF GEORGIA
COUNTY OF FAYETTE

KNOW ALL MEN BY THESE PRESENTS: That I, CHARLES P. STEPHENS, with offices at One Paschall Road, Peachtree City, Georgia, do hereby make, constitute and appoint E. Ellis Zahra, Jr., of 4310 Pablo Oaks Court, Jacksonville, Florida, my true and lawful Attorney-in- Fact, for me and in my name, place and stead:

to sign, deliver and file in my name and on my behalf all forms or reports required to be filed with the Securities and Exchange Commission by officers and directors and security holders of Winn-Dixie Stores, Inc., a Florida corporation, SEC File No. 1-3657, pursuant to Sections 13d and 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

The rights, powers and authorities of my Attorney-in-Fact, granted in this Special Power of Attorney shall commence and be in full force and effect from the date hereof and shall remain in full force and effect thereafter until I give notice in writing to my Attorney-in-Fact that such Power is terminated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____11th____ day of May, 2005.

Signed, sealed and delivered
in the presence of:

____/s/ Charles P. Stephens_____
CHARLES P. STEPHENS

____/s/ Rae Lee Griffin_____

____/s/ Tracy Lane_____

STATE OF GEORGIA

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COUNTY OF DEKALB

Before me, the undersigned, a notary public, State of Georgia at Large, an officer duly authorized to take acknowledgements, personally appeared CHARLES P. STEPHENS, known to me (or satisfactorily proven) to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the uses and purposes in said instrument set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this ___11th___ day of May, 2005.

___/s/ Lorraine Gredys
Notary Public, State of Georgia at Large

(NOTARIAL SEAL) Lorraine Gredys
COMM. EXP. 02-25-08

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Schedule D

SPECIAL POWER OF ATTORNEY

STATE OF FLORIDA
COUNTY OF DUVAL

KNOW ALL MEN BY THESE PRESENTS: That I, ROBERT D. DAVIS, with offices at 4310 Pablo Oaks Court, Jacksonville, Florida, do hereby make, constitute and appoint E. Ellis Zahra, Jr., of 4310 Pablo Oaks Court, Jacksonville, Florida, my true and lawful Attorney-in- Fact, for me and in my name, place and stead:

to sign, deliver and file in my name and on my behalf all forms or reports required to be filed with the Securities and Exchange Commission by officers and directors and security holders of Winn-Dixie Stores, Inc., a Florida corporation, SEC File No. 1-3657, pursuant to Sections 13d and 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

The rights, powers and authorities of my Attorney-in-Fact, granted in this Special Power of Attorney shall commence and be in full force and effect from the date hereof and shall remain in full force and effect thereafter until I give notice in writing to my Attorney-in-Fact that such Power is terminated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ___10th_ day of May, 2005.

Signed, sealed and delivered
in the presence of:

___/s/ Robert D. Davis_____
ROBERT D. DAVIS

___/s/ Lori A. Goddard_____
___/s/ Diane P. Vorrase_____

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned, a notary public, State of Florida at Large, an officer duly authorized to take acknowledgements, personally appeared ROBERT D. DAVIS, known to me (or satisfactorily proven) to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he

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executed the same for the uses and purposes in said instrument set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this __10th__ day of May, 2005.

___/s/ Helen S. Lundquist_____
Notary Public, State of Florida at
Large

(NOTORAL SEAL) HELEN S. LUNDQUIST
My comm. expires Sept. 24, 2005
Comm. No. DD 043421
Bonded thru Not. Pub. Underwriters

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