

DAVIS T WAYNE
Form 4
February 04, 2005

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 *
DAVIS T WAYNE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1910 SAN MARCO BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2005

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

JACKSONVILLE, FL 32207

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

(City) (State) (Zip)

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/02/2005		A ⁽¹⁾	790 A \$ 0 (1)	130,072	D	
Common Stock					62,000	I	Trust FBO TWD
Common Stock					2,050,593	I	D.D.I., Inc. (2)
Common Stock					19,582	I	Trusts (2)
Common Stock					1,400	I	Retirement Plans (3)

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

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(9-02)

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. 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 Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS T WAYNE 1910 SAN MARCO BLVD. JACKSONVILLE, FL 32207		X		

Signatures

H. J. Skelton, Attorney-In-Fact for T. Wayne Davis
Date: 02/04/2005

__Signature of Reporting Person

Date

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) 790 shares of Winn-Dixie common stock were awarded under the stock plan for directors.
- (2) As to a portion of the shares reported on this line representing the beneficial interest of T. Wayne Davis' wife and children, the filing of this statement shall not be construed as an admission that T. Wayne Davis is, for the purpose of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares of stock and T. Wayne Davis disclaims beneficial ownership of such shares of stock.
- (3) Represents shares held by the Profit Sharing Trust for TWD Family - WD Charities, Inc. of which T. Wayne Davis is Trustee and a 65.37% participant.

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.