

LYNCH PETER L  
Form 4  
July 03, 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 \*  
LYNCH PETER L

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)  
07/01/2008

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

JACKSONVILLE, FL 32254

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 or Price		
Common Stock	06/30/2008 <sup>(1)</sup>		J <sup>(1)</sup>		135,000 A \$ 0 <sup>(1)</sup>	135,000	D
Common Stock	07/01/2008		S <sup>(2)</sup>		1,300 D \$ 16.14	133,700	D
Common Stock	07/01/2008		S <sup>(2)</sup>		300 D \$ 16.15	133,400	D
Common Stock	07/01/2008		S <sup>(2)</sup>		1,400 D \$ 16.16	132,000	D
Common Stock	07/01/2008		S <sup>(2)</sup>		1,277 D \$ 16.17	130,723	D

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Common Stock	07/01/2008	<u>S(2)</u>	1,823	D	\$ 16.18	128,900	D
Common Stock	07/01/2008	<u>S(2)</u>	2,200	D	\$ 16.19	126,700	D
Common Stock	07/01/2008	<u>S(2)</u>	2,100	D	\$ 16.2	124,600	D
Common Stock	07/01/2008	<u>S(2)</u>	1,756	D	\$ 16.21	122,844	D
Common Stock	07/01/2008	<u>S(2)</u>	2,778	D	\$ 16.22	120,066	D
Common Stock	07/01/2008	<u>S(2)</u>	1,466	D	\$ 16.23	118,600	D
Common Stock	07/01/2008	<u>S(2)</u>	1,271	D	\$ 16.24	117,329	D
Common Stock	07/01/2008	<u>S(2)</u>	1,536	D	\$ 16.25	115,793	D
Common Stock	07/01/2008	<u>S(2)</u>	1,700	D	\$ 16.26	114,093	D
Common Stock	07/01/2008	<u>S(2)</u>	1,300	D	\$ 16.27	112,793	D
Common Stock	07/01/2008	<u>S(2)</u>	1,513	D	\$ 16.28	111,280	D
Common Stock	07/01/2008	<u>S(2)</u>	1,100	D	\$ 16.3	110,180	D
Common Stock	07/01/2008	<u>S(2)</u>	1,500	D	\$ 16.31	108,680	D
Common Stock	07/01/2008	<u>S(2)</u>	1,500	D	\$ 16.32	107,180	D
Common Stock	07/01/2008	<u>S(2)</u>	1,500	D	\$ 16.33	105,680	D
Common Stock	07/01/2008	<u>S(2)</u>	1,500	D	\$ 16.34	104,180	D
Common Stock	07/01/2008	<u>S(2)</u>	1,800	D	\$ 16.35	102,380	D
Common Stock	07/01/2008	<u>S(2)</u>	400	D	\$ 16.36	101,980	D
Common Stock	07/01/2008	<u>S(2)</u>	200	D	\$ 16.37	101,780	D
Common Stock	07/01/2008	<u>S(2)</u>	1,405	D	\$ 16.38	100,375	D
	07/01/2008	<u>S(2)</u>	895	D		99,480	D

Common Stock					\$		
					16.39		
Common Stock	07/01/2008		S <sup>(2)</sup>	793	D	\$	98,687
						16.41	D
Common Stock	07/01/2008		S <sup>(2)</sup>	600	D	\$	98,087
						16.43	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	06/30/2008 <sup>(1)</sup>		J <sup>(1)</sup>		135,000	(4) (4)	Common Stock	135,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH PETER L 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254	X		President and CEO	

## Signatures

/s/Larry B. Appel  
Attorney-In-Fact

07/03/2008

        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) The first one-third installment of Restricted Stock Units ("RSUs"), which were awarded under the Winn-Dixie Equity Incentive Plan, became vested and shares of stock were delivered to the reporting person for such vesting.

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- (2) Shares sold to satisfy tax withholding obligations that became due upon the vesting of RSU's.
- (3) Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- (4) The RSUs vest and shares of stock become deliverable in three equal annual installments beginning on June 30, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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