

Gutermuth Matthew
 Form 3
 January 18, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gutermuth Matthew | | (Month/Day/Year) | WINN DIXIE STORES INC [WINN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 5050 EDGEWOOD COURT | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| JACKSONVILLE,Â FLÂ 32254 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | GVP, Non-Perishables | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 5,050 | D | Â |
| Common Stock | 1,015 ⁽¹⁾ | D | Â |
| Common Stock | 1,921 ⁽²⁾ | D | Â |
| Common Stock | 2,517 ⁽³⁾ | D | Â |
| Common Stock | 3,405 ⁽⁴⁾ | D | Â |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Option | Â (5) | 03/26/2015 | Common Stock | 13,177 | \$ 18.08 | D | Â |
| Option | Â (6) | 11/04/2016 | Common Stock | 6,993 | \$ 11.32 | D | Â |
| Option | Â (7) | 11/10/2017 | Common Stock | 6,306 | \$ 7.11 | D | Â |
| Option | Â (8) | 09/04/2015 | Common Stock | 14,024 | \$ 14.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gutermuth Matthew 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254 | Â | Â | Â GVP, Non-Perishables | Â |

Signatures

Timothy L. Williams, as attorney-in-fact for Matthew Gutermuth 01/18/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Amended and Restated Equity Incentive Plan.
- (1) The RSUs become vested, and certificates for shares of common stock become deliverable on 3/26/2011. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Amended and Restated Equity Incentive Plan.
- (2) Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock, The RSUs become vested, and certificates for shares of common stock become deliverable in annual installments on 9/4/2011 and 9/4/2012.
- Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. Each RSU
- (3) represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. The RSUs become vested, and certificates for shares of common stock become deliverable, in annual installments on 11/4/2011 and 11/4/2012.
- Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. Each RSU
- (4) represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. The RSUs become vested, and certificates for shares of common stock become deliverable, in three equal annual installments beginning on November 10, 2011.
- (5) Of the 13,177 outstanding options, there are 8,696 options that are vested and fully exercisable. The remaining 4,481 options shall vest on 3/26/2011.

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- (6) Of the 6,993 outstanding options, there are 2,331 options that are vested and fully exercisable. The remaining 4,662 options shall vest in two annual installments on each of 11/4/2011 and 11/4/2012.
- (7) The Option shall vest in equal annual installments over 3 years beginning on November 10, 2011.
- (8) Of the 14,024 outstanding options, there are 7,012 options that are vested and fully exercisable. The remaining 7,012 options shall vest in two annual installments on each of 9/4/2011 and 9/4/2012.

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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