

PUBLIX SUPER MARKETS INC  
Form SC 13G/A  
February 10, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 24)\*

Publix Super  
Markets, Inc.

(Name of  
Issuer)

Common  
Stock, Par  
Value

\$1.00 Per  
Share

(Title of  
Class of  
Securities)

None  
(CUSIP  
Number)

December 31,  
2016

(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 the disclosures provided in a prior cover page.

The information required in 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.

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1 Names of Reporting Persons

I.R.S.  
 Identification  
 Nos. of above persons (entities only)  
 Publix Super Markets, Inc.  
 Employee Stock Ownership Plan  
 Check the

2 Appropriate Box if a Member of a Group  
 (a) (b)

3 SEC Use Only  
 4 Citizenship or Place of Organization  
 Florida

|  |                          |             |
|--|--------------------------|-------------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | Sole Voting Power        | 0           |
|  | Shared                   |             |
|  | Voting Power             | 206,488,539 |
|  | Sole Dispositive Power   | 0           |
|  | Shared Dispositive Power | 206,488,539 |

9 Beneficially Owned by Each Reporting Person  
 206,488,539  
 Check if the Aggregate

10 Amount in Row (9) Excludes Certain Shares  
 Not applicable.

Percent of Class  
11 Represented by  
Amount in Row  
(9)  
27.1%

12 Type of Reporting Person  
EP

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Item 1 (a). Name of Issuer:

Publix Super Markets, Inc.

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

Executive Offices:

3300 Publix Corporate

Parkway, Lakeland, FL

33811

Item 2 (a). Name of Person Filing:

Publix Super Markets, Inc.

Employee Stock Ownership

Plan

Address of Principal

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

Residence:

3300 Publix Corporate

Parkway, Lakeland, FL

33811

Item 2 (c). Citizenship:

Florida

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

Common Stock, Par Value

\$1.00 Per Share

Item 2 (e). CUSIP Number:

None

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:

f. x. An employee benefit plan or endowment fund in accordance with

Rule 13d-1(b)(1)(ii)(F).

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Item 4. Ownership

Information regarding ownership of common stock of the issuer:

(a) Amount beneficially owned: 206,488,539

(b) Percent of class: 27.1%

(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: 206,488,539

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 206,488,539

As of February 7, 2017, the Publix Super Markets, Inc. Employee Stock Ownership Plan was the beneficial owner, as that term is defined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended, of a total of 206,488,539 shares of the Company's common stock or approximately 27.1% of the total outstanding shares of the Company's common stock.

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

Not applicable.

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

Dividends paid on the Company's common stock and attributable to shares allocated to Publix Super Markets, Inc. Employee Stock Ownership Plan participants' accounts may be distributed to such participants as directed by Publix Super Markets, Inc. in accordance with the terms of the Publix Super Markets, Inc. Employee Stock Ownership Trust.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Dated: February 10, 2017

By: /s/ Hoyt R. Barnett  
Hoyt R. Barnett, Trustee  
Publix Super Markets, Inc.  
Employee Stock Ownership Plan

By: /s/ Tina P. Johnson  
Tina P. Johnson, Trustee  
Publix Super Markets, Inc.  
Employee Stock Ownership Plan

By: /s/ David P. Phillips  
David P. Phillips, Trustee  
Publix Super Markets, Inc.  
Employee Stock Ownership Plan