

PUBLIX SUPER MARKETS INC  
 Form 5  
 February 07, 2011

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**PHILLIPS DAVID P**

2. Issuer Name and Ticker or Trading Symbol  
**PUBLIX SUPER MARKETS INC**  
**[NONE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/25/2010**

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

**P.O. BOX 407**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**LAKELAND, FL 33802**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	08/02/2010	Â	J	36.2374	A	\$ 18.45	1,489.6739	I	By 401(k) (1)
Common Stock	08/02/2010	Â	J	0.0276	A	\$ 18.45	1,489.7015	I	By 401(k) (1)
Common Stock	11/01/2010	Â	J	0.0181	A	\$ 19.85	1,489.7196	I	By 401(k) (1)
Common Stock	Â	Â	Â	Â	Â	Â	182,175	D	Â
	Â	Â	Â	Â	Â	Â	15,000	I	

Common Stock									By Custodian For Children
Common Stock	Â	Â	Â	Â	Â	Â	61,960.9451	I	By ESOP
Common Stock	Â	Â	Â	Â	Â	Â	17,025	I	By IRA

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

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**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. Price of Underlying Security (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS DAVID P P.O. BOX 407 LAKELAND, FL 33802	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Monica Allman, POA on file for David Phillips  
Date: 02/07/2011

\_\_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) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).

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