#### ECKSTEIN FRANK OTTO

Form 4

November 12, 2010

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

**OMB** Number:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average burden hours per

**OMB APPROVAL** 

Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ECKSTEIN FRANK OTTO** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

WINN DIXIE STORES INC [WINN]

(Check all applicable)

SVP, Retail Operations

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 11/05/2010

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

C/O WINN-DIXIE STORES. INC., 5050 EDGEWOOD CT.

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

JACKSONVILLE, FL 32254

(City)

		Tubic 1 Non Derivative Securities Required, Disposed of, or Deficiently Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	ctionAcquired (A) or			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
		•					Following	(Instr. 4)	(Instr. 4)		
					(4)		Reported				
					(A)		Transaction(s)				
			C 1 W		or	ъ.	(Instr. 3 and 4)				
_			Code V		(D)	Price					
Common	11/05/2010		A	4,720	A	\$0	45,374	D			
Stock	11/03/2010		А	(1)	А	ΨΟ	73,377	Ъ			
_											
Common	11/10/2010		A	5,072	Α	\$0	50,446 (3)	D			
Stock	11/10/2010		11	(2)	11	ΨΟ	30,110 <u>~~</u>	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8)	5. Number on 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. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 7.11	11/10/2010		A	9,393	<u>(4)</u>	11/10/2017	Common Stock	9,393	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ECKSTEIN FRANK OTTO C/O WINN-DIXIE STORES, INC. 5050 EDGEWOOD CT. JACKSONVILLE, FL 32254

SVP, Retail Operations

# **Signatures**

/s/ Larry B. Appel, as Attorney-in-Fact

11/12/2010

Date

\*\*Signature of Reporting Person

# **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).

Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan that were subject to achievement of certain performance criteria determined as to 1/3 of the award each year beginning with the first year after

- (1) grant. The aggregate performance RSU's were originally awarded on November 4, 2009. The first year performance criteria were met on November 4, 2010 and the RSU's vested as to 1/3 of the original award. Each RSU represents a right to receive one share of Winn-Dixie Stores, Inc. common stock.
- Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. The RSUs
- (2) become vested, and certificates for shares of common stock become deliverable, in three equal annual installments beginning on the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- (3) The amount of securities owned balance includes 17,767 RSUs for which stock certificates will be issued upon vesting.
- (4) The Option shall vest in equal annual installments over 3 years beginning with the first anniversary of the date of grant.

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.

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