Johnson David William Form 4 October 24, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(City)

1. Name and Address of Reporting Person * Johnson David William			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			SUPERVALU INC [SVU]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
11840 VALLEY VIEW ROAD			10/22/2018	Officer (give title Other (special below)		
				VP Controller - CAO		
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group			
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person Form filed by More than One Reporting		
EDEN PRAIRIE, MN 55344				Person		

(Zip)

(State)

(,)	(2)	Table	e I - Non-D	erivative Se	ecurities Acq	juirea, Disposea (of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	posed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(A)	Reported		
					(A) or	Transaction(s)		
			Code V		(D) Price	(Instr. 3 and 4)		
Common					\$			
Stock	10/22/2018		$D_{\underline{(1)}}$	4,790 I	D 32.5	0	D	
Stock					<u>(1)</u>			

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.

Table I. Non Donivetive Committee Assumed Disposed of an Depolicially Or

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

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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. Transactio Code (Instr. 8)	Secur Acqu or Dis	rities ired (A) sposed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 15.96 (2)	10/22/2018		D(2)		2,129	(2)	07/17/2022	Common Stock	2,1
Non-Qualified Stock Option (right to buy)	\$ 45.43 (2)	10/22/2018		D(2)		5,533	(2)	05/07/2023	Common Stock	5,5
Non-Qualified Stock Option (right to buy)	\$ 52.5 (2)	10/22/2018		D(2)		2,951	(2)	05/16/2024	Common Stock	2,9
Non-Qualified Stock Option (right to buy)	\$ 61.53 (2)	10/22/2018		D(2)		2,793	(2)	04/30/2025	Common Stock	2,7
Restricted Stock Units	\$ 0 (3)	10/22/2018		D(3)		16,744	(3)	<u>(3)</u>	Common Stock	16,7

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Johnson David William							

11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344

VP Controller - CAO

Signatures

By: /s/ Stuart McFarland, Attorney in Fact For: David William Johnson 10/24/2018

**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).

At the effective time, each outstanding share of the Company's common stock (other than shares owned by the Company, UNFI or any of their respective subsidiaries (except for shares of common stock held on behalf of third parties), dissenting shares and any Company restricted shares) was disposed of pursuant to the Merger Agreement in exchange for \$32.50 per share, without interest.

(2)

Reporting Owners 2

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At the effective time, each outstanding and unexercised stock option, whether vested or unvested, was converted into an option to purchase shares of UNFI common stock generally on the same terms and conditions as applied prior to the effective time, in accordance with the terms and conditions of the Merger Agreement.

(3) At the effective time, each outstanding restricted stock unit award was converted into a UNFI cash award generally on the same terms and conditions as applied prior to the effective time and payable, at UNFI's election, in cash and/or an equal value in shares of UNFI common stock, which award had a value equal to the product of (i) the number of shares of SUPERVALU common stock subject to such award and (ii) \$32.50, in accordance with the terms and conditions of the Merger Agreement.

Remarks:

This Form 4 reports securities disposed upon the effectiveness of the merger on October 22, 2018 (such time, the "effective tir 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.