

WINN DIXIE STORES INC
Form 4/A
September 11, 2008

FORM 4 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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Portnoy Daniel

2. Issuer Name and Ticker or Trading Symbol
WINN DIXIE STORES INC
[WINN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/17/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Chief Merch/Market Office

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/18/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

JACKSONVILLE, FL 32254

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	07/16/2008 ⁽¹⁾		J ⁽¹⁾		8,210	A	\$ 0 ⁽¹⁾
Common Stock	07/17/2008		S ⁽²⁾		3,202	D	\$ 19.0772 ⁽³⁾
Common Stock					500 ⁽⁴⁾	I	By Trust ⁽⁵⁾
Common Stock					500 ⁽⁴⁾	I	By Trust ⁽⁵⁾

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

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(9-02)

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 or Number of Shares
Restricted Stock Unit	(6)	07/16/2008(1)		J(1)	8,210	(7) (7)	Common Stock	8,210

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Portnoy Daniel C/O WINN-DIXIE STORES, INC. 5050 EDGEWOOD CT. JACKSONVILLE, FL 32254			SVP, Chief Merch/Market Office	

Signatures

/s/ Larry B. Appel
Attorney-In-Fact

09/09/2008

**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) The first one-third installment of Restricted Stock Units ("RSUs"), which were awarded under the Winn-Dixie Equity Incentive Plan, became vested and shares of stock were delivered to the reporting person for such vesting.
- (2) Shares sold to satisfy tax withholding obligations that became due upon the vesting of RSU's.

The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of prices for the transactions made was \$19.0000 to \$19.2100. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

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- (4) This report amends the Form 4 filed on July 17, 2008 to indicate the Reporting Person's indirect holdings which were inadvertently omitted from the previously filed Form 4.

(5) These shares are held in a trust for the benefit of the reporting person's minor child. The reporting person's spouse is the custodian of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(6) Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.

(7) The RSUs vest in three equal installments beginning on 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.

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