

HEYING GREGORY C
Form 4
January 26, 2005

FORM 4

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

OMB APPROVAL

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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 *
HEYING GREGORY C

2. Issuer Name and Ticker or Trading Symbol
SUPERVALU INC [SVU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11840 VALLEY VIEW ROAD

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr Vp Distribution

(Street)
EDEN PRAIRIE, MN 55344

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/24/2005		M	197 A \$ 24.5938	36,151	D	
Common Stock	01/24/2005		F	152 D \$ 32.08	35,999	D	
Common Stock	01/24/2005		F	17 D \$ 32.08	35,982	D	
Common Stock	01/24/2005		M	2,614 A \$ 24.5938	38,596	D	
Common Stock	01/24/2005		F	2,004 D \$ 32.08	36,592	D	

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Common Stock	01/24/2005	F	237	D	\$ 32.08	36,355	D	
Common Stock	01/24/2005	M	780	A	\$ 24.5938	37,135	D	
Common Stock	01/24/2005	F	598	D	\$ 32.08	36,537	D	
Common Stock	01/24/2005	F	71	D	\$ 32.08	36,466	D	
Common Stock	01/24/2005	M	1,385	A	\$ 24.5938	37,851	D	
Common Stock	01/24/2005	F	1,062	D	\$ 32.08	36,789	D	
Common Stock	01/24/2005	F	126	D	\$ 32.08	36,663	D	
Common Stock	01/24/2005	M	1,132	A	\$ 24.5938	37,795	D	
Common Stock	01/24/2005	F	868	D	\$ 32.08	36,927	D	
Common Stock	01/24/2005	F	103	D	\$ 32.08	36,824	D	
Common Stock	01/24/2005	M	1,507	A	\$ 24.5938	38,331	D	
Common Stock	01/24/2005	F	1,156	D	\$ 32.08	37,175	D	
Common Stock	01/24/2005	F	137	D	\$ 32.08	37,038	D	
Common Stock	01/24/2005	M	16,000	A	\$ 23.0782	53,038	D	
Common Stock	01/24/2005	F	11,511	D	\$ 32.08	41,527	D	
Common Stock	01/24/2005	F	1,508	D	\$ 32.08	40,019	D	
Common Stock	01/24/2005	G	4,065	D	\$ 0	35,954	D	
Common Stock	01/24/2005	F	729	D	\$ 32.08	53,200	I	by Trust
Common Stock	01/24/2005	G	4,065	A	\$ 0	57,265	I	by Trust
Common Stock						1,139.0694	I	by 401(k)
						31.1836	I	

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Common Stock							by ESOP Trust
Common Stock				29,747	I		by Wife's Trust

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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 23.0782	01/24/2005		M			16,000	<u>(1)</u>	04/08/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.5938	01/24/2005		M			780	<u>(1)</u>	04/11/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.5938	01/24/2005		M			1,385	<u>(1)</u>	04/11/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.5938	01/24/2005		M			1,132	<u>(1)</u>	04/08/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.5938	01/24/2005		M			1,507	<u>(1)</u>	04/08/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.5938	01/24/2005		M			197	<u>(1)</u>	04/09/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.5938	01/24/2005		M			2,614	<u>(1)</u>	04/09/2007	Common Stock
Non-Qualified Stock Option	\$ 32.08	01/24/2005		A			13,540		01/24/2005 04/08/2008	Common Stock

(right to buy)
(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEYING GREGORY C 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344			Sr Vp Distribution	

Signatures

By: Warren E. Simpson, Attorney in Fact For: Gregory C.
Heying 01/25/2005

 **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) Vesting occurs at 20% each year beginning on the grant date and continues to the fourth anniversary of the grant date.
- (2) Grant to reporting person of option to purchase shares of common stock under Issuer's 2002 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.

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.