

SUPERVALU INC

Form 4

April 29, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Grafton Susan S

(Last) (First) (Middle)

11840 VALLEY VIEW ROAD

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

SVP, Finance & CAO

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

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)
Common Stock	04/28/2016		A ⁽¹⁾	11,082 A \$ 0	60,849	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**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. 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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy) (2)	\$ 5.64	04/28/2016		A	42,151	(3) 04/28/2016	Common Stock	42,151
Non-Qualified Stock Option (right to buy) (2)	\$ 5.64	04/28/2016		A	32,784	(4) 04/28/2016	Common Stock	32,784
Performance Shares	\$ 0 (5)	04/28/2016		A	19,947	(6) (6)	Common Stock	19,947
Restricted Stock Units	\$ 0 (5)	04/28/2016		A	19,947	(7) (7)	Common Stock	19,947

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grafton Susan S 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344			SVP, Finance & CAO	

Signatures

By: Stuart McFarland, Attorney in Fact For: Susan S Grafton 04/29/2016

__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) Award of restricted stock to reporting person pursuant to the Issuer's 2012 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.
- (2) Grant to reporting person of option to purchase shares of common stock under Issuer's 2012 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.
- (3) Vesting occurs and the option becomes exercisable as to 34% of the shares on the first anniversary, 33% of the shares on the second anniversary and 33% of the shares on the third anniversary of the grant date.

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- (4) Vesting occurs and the option becomes exercisable as to 50% of the shares on each of the anniversaries of the grant date.
- (5) Each stock unit represents a contingent right to receive one share of SUPERVALU common stock.
- (6) The units will be converted into shares of SUPERVALU common stock on the third anniversary of the April 28, 2016 grant date if SUPERVALU achieves a certain total shareholder return goal.
- (7) The units will be converted into shares of SUPERVALU common stock on the first three anniversaries of the April 28, 2016 grant date.

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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