

JONES DAVID
Form 5
July 13, 2012

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
JONES DAVID

2. Issuer Name and Ticker or Trading Symbol
GOLDEN ENTERPRISES INC
[GLDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP of Operations

ONE GOLDEN FLAKE DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BIRMINGHAM, AL 35205

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock ⁽¹⁾	06/21/2011	06/21/2011	L	13.4897 A \$ 3.41	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	07/19/2011	07/19/2011	L	13.5294 A \$ 3.4	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	08/10/2011	08/10/2011	L	2.0525 A \$ 3.24	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	08/16/2011	08/16/2011	L	13.4897 A \$ 3.41	0 ⁽³⁾	D	Â

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Common Stock ⁽¹⁾	09/20/2011	09/20/2011	L	13.3581	A	\$ 3.44	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	10/18/2011	10/18/2011	L	13.8138	A	\$ 3.33	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	10/26/2011	10/26/2011	L	2.2141	A	\$ 3.41	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	11/15/2011	11/15/2011	L	12.7072	A	\$ 3.62	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	12/20/2011	12/20/2011	L	13.0044	A	\$ 3.54	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	01/17/2012	01/17/2012	L	13.1054	A	\$ 3.51	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	01/25/2012	01/25/2012	L	2.7012	A	\$ 3.28	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	02/21/2012	02/21/2012	L	13.9394	A	\$ 3.3	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	03/20/2012	03/20/2012	L	14.1975	A	\$ 3.24	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	04/17/2012	04/17/2012	L	12.7424	A	\$ 3.61	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	04/25/2012	04/25/2012	L	3.0356	A	\$ 3.37	0 ⁽³⁾	D	Â
Common Stock ⁽¹⁾	05/15/2012	05/15/2012	L	13.2184	A	\$ 3.48	1,358.6	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	5,231,128	I	By SYB, Inc. ⁽²⁾
Common Stock	Â	Â	Â	Â	Â	Â	600,279	I	By Testamentary Marital Trust ⁽²⁾
Common Stock	Â	Â	Â	Â	Â	Â	1,988	I	By Golden Flake Snack Foods, Inc. 401(k) Plan and Trust

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES DAVID ONE GOLDEN FLAKE DRIVE BIRMINGHAM, AL 35205	X		X	X

Signatures

/s/ David A. Jones
07/13/2012

**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) Purchases are part of automatic investment program of \$46 per month and reinvestment of dividends in Golden Enterprises, Inc. Common Stock.
- As a Company Director, Mr. Jones will serve on the Voting Committee created under the Last Will and Testament/Trusts and SYB, Inc. Common Stock Trust created by Sloan Y. Bashinsky, Sr. ("Mr. Bashinsky"). The Voting Committee, presently made up of eight members (seven members of the Issuer's Board of Directors and one member selected by the Personal Representatives and Trustees of Mr. Bashinsky's Estate/Trusts), votes the shares of Issuer's stock owned by the Marital Trust created by the Last Will and Testament of Mr. Bashinsky ("Testamentary Trust") (600,279 Shares) and the shares owned by SYB, Inc. (5,231,128 Shares). Mr. Jones disclaims beneficial ownership of such Shares. The Voting Committee has previously executed a Schedule 13D on behalf of a Voting Group of the Testamentary Trust and the SYB, Inc. Common Stock Trust.
- (3) Total number of shares owned at end of year is shown after last purchase.

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