

WINN DIXIE STORES INC

Form 4

February 28, 2008

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

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
APPEL LAURENCE B

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)
5050 EDGEWOOD CT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2008

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, General Counsel and Secy

JACKSONVILLE, FL 32254

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/26/2008		S ⁽¹⁾		100	D \$ 17.5	9,179 D
Common Stock	02/26/2008		S ⁽¹⁾		100	D \$ 17.5	9,079 D
Common Stock	02/26/2008		S ⁽¹⁾		100	D \$ 17.47	8,979 D
Common Stock	02/26/2008		S ⁽¹⁾		100	D \$ 17.49	8,879 D
Common Stock	02/26/2008		S ⁽¹⁾		100	D \$ 17.49	8,779 D

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Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.47	8,679	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.49	8,579	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.49	8,479	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.47	8,379	D
Common Stock	02/26/2008	<u>S</u> (1)	200	D	\$ 17.47	8,179	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.46	8,079	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.43	7,979	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.44	7,879	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.46	7,779	D
Common Stock	02/26/2008	<u>S</u> (1)	25	D	\$ 17.49	7,754	D
Common Stock	02/26/2008	<u>S</u> (1)	99	D	\$ 17.44	7,655	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.44	7,555	D
Common Stock	02/26/2008	<u>S</u> (1)	200	D	\$ 17.46	7,355	D
Common Stock	02/26/2008	<u>S</u> (1)	170	D	\$ 17.43	7,185	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.43	7,085	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.48	6,985	D
Common Stock	02/26/2008	<u>S</u> (1)	100	D	\$ 17.43	6,885	D
Common Stock	02/26/2008	<u>S</u> (1)	78	D	\$ 17.43	6,807	D
Common Stock	02/26/2008	<u>S</u> (1)	300	D	\$ 17.44	6,507	D
Common Stock	02/26/2008	<u>S</u> (1)	964	D	\$ 17.41	5,543	D

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

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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)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

APPEL LAURENCE B
5050 EDGEWOOD CT
JACKSONVILLE, FL 32254

SVP, General Counsel and Secy

Signatures

Larry B. Appel 02/27/2008

**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) Shares sold to satisfy tax withholding obligations that became due upon the vesting of RSU's which were previously issued under the Winn-Dixie Equity Incentive Plan and previously reported as awarded on February 22, 2007.

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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