

WINN DIXIE STORES INC  
 Form 4  
 February 28, 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 \*  
**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  
 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)  
 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 <sup>(1)</sup>		100 D \$ 17.5	D	9,179
Common Stock	02/26/2008		S <sup>(1)</sup>		100 D \$ 17.5	D	9,079
Common Stock	02/26/2008		S <sup>(1)</sup>		100 D \$ 17.47	D	8,979
Common Stock	02/26/2008		S <sup>(1)</sup>		100 D \$ 17.49	D	8,879
Common Stock	02/26/2008		S <sup>(1)</sup>		100 D \$ 17.49	D	8,779

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Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.47	8,679	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.49	8,579	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.49	8,479	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.47	8,379	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 17.47	8,179	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.46	8,079	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.43	7,979	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.44	7,879	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.46	7,779	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	25	D	\$ 17.49	7,754	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	99	D	\$ 17.44	7,655	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.44	7,555	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 17.46	7,355	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	170	D	\$ 17.43	7,185	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.43	7,085	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.48	6,985	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 17.43	6,885	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	78	D	\$ 17.43	6,807	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 17.44	6,507	D
Common Stock	02/26/2008	<u>S<sup>(1)</sup></u>	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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(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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                      Date  
 Reporting Person

## 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. 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.