

Edgar Filing: FLEMING COMPANIES INC /OK/ - Form 4

FLEMING COMPANIES INC /OK/

Form 4

November 15, 2002

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

Dykes	Archie	R.
-----	-----	-----
(Last)	(First)	(Middle)
Capital City Holdings, Inc.		
Rivergate Exec. Park 907 Rivergate Parkway, Suite D-5		

(Street)		
Goodlettsville	TN	37072
-----	-----	-----
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Fleming Companies, Inc. (FLM)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

11/15/02

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

7. Individual or Joint/Group Filing (Check Applicable line)

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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price
Common Stock \$2.50 par value	11/15/02		P	6,000	A	\$5.19

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1.	2.	3.	3A.	4.	5.	6.		7.	
Title of	Deriv-	Trans-	Deemed	Trans-	Number of	Date		Title and Amount	
Derivative	ative	action	Execut-	action	Securities	Exercisable and	Expirat-	of Underlying	Amount
Security	Secur-	Date	ion	Code	Acquired (A)	Expiration Date	ion Date	Securities	or
(Instr. 3)	ity	(mm/dd/ yy)	(mm/dd/ yy)	----- Code V	(Instr. 3, 4 and 5) (A) (D)	----- Date	----- Date	(Instr. 3 and 4)	----- Number
									of
									Shares

Explanation of Responses:

ARCHIE R. DYKES	November 15, 2002
**Signature of Reporting Person	Date

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

- * If the form is filed by more than one reporting person, see Instruction 4(b) (v).
- ** Intentional misstatements or omissions of facts constitute Federal

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Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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