WINN DIXIE STORES INC

Form 4

February 26, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person *

APPEL LAURENCE B

(Last) (First) (Middle)

5050 EDGEWOOD CT

(Street)

2. Issuer Name and Ticker or Trading

Symbol

WINN DIXIE STORES INC [WINN]

3. Date of Earliest Transaction

(Month/Day/Year) 02/22/2007

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 Other (specify

below) SVP, General Counsel and Secy

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

JACKSOVILLE, FL 32254

(City)

1.Title of 2. Transaction Date 2A. Deemed

(State)

Security (Month/Day/Year) (Instr. 3)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities Code (Instr. 8)

Disposed of (D)

Code V Amount (D) Price

TransactionAcquired (A) or (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

6. Ownership Form: Direct (T) (Instr. 4) Transaction(s)

7. Nature of Indirect (D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Ownership (Instr. 4)

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

(A)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 16.77	02/22/2007		A		82,012		<u>(1)</u>	02/22/2014	Common Stock	82,012
Restricted Stock Unit	<u>(2)</u>	02/22/2007		A		28,118		(3)	(3)	Common Stock	28,118

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

APPEL LAURENCE B 5050 EDGEWOOD CT JACKSOVILLE, FL 32254

SVP, General Counsel and Secy

Signatures

Reporting Person

/s/ Larry B.
Appel

**Signature of 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) The Option shall vest over 3 years with 33% vesting per year starting with the first anniversary of the date of grant.
- (2) Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.
- (3) The Restricted Stock Units are awarded under the Winn-Dixie Stores, Inc. Equity Incentive Plan. The Restricted Stock Units become vested, and shares of Stock become deliverable, in three equal annual installments beginning on the first anniversary of the date of grant.

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.

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