

Williams Timothy L  
Form 3  
January 18, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Williams Timothy L		(Month/Day/Year)	WINN DIXIE STORES INC [WINN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
5050 EDGEWOOD COURT			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
JACKSONVILLE,Â FLÂ 32254			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP, GC, and Corp Sec	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,345 <sup>(1)</sup>	D	Â
Common Stock	1,511 <sup>(2)</sup>	D	Â
Common Stock	2,043 <sup>(3)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option	12/09/2010	12/09/2016	Common Stock	3,257	\$ 10.53	D	Â
Option	Â <sup>(4)</sup>	11/10/2017	Common Stock	3,784	\$ 7.11	D	Â
Option	02/22/2010	02/22/2014	Common Stock	8,111	\$ 16.77	D	Â
Option	Â <sup>(5)</sup>	09/04/2015	Common Stock	9,817	\$ 14.06	D	Â
Option	Â <sup>(6)</sup>	11/04/2016	Common Stock	4,196	\$ 11.32	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Timothy L 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254	Â	Â	Â SVP, GC, and Corp Sec	Â

## Signatures

Timothy L. Williams                      01/18/2011

           \*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents unvested Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Amended and Restated Equity Incentive Plan. The RSUs become vested, and certificates for shares of common stock become deliverable, in equal annual installments on September 4, 2011 and September 4, 2012. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.

(2) Represents unvested Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. 2010 Equity Incentive Plan. The RSUs become vested, and certificates for shares of common stock become deliverable, in two annual installments on November 9, 2011 and November 9, 2012. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.

(3) Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan. The RSUs become vested, and certificates for shares of common stock become deliverable, in three annual installments beginning on November 10, 2011. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock.

(4) The Option shall vest in equal annual installments over three years beginning on November 10, 2011.

(5) Of the 9,817 outstanding options, there are 4,908 options that are vested and fully exercisable. The remaining 4,909 options shall vest in two annual installments on each of 9/4/2011 and 9/4/2012.

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- (6) Of the 4,916 outstanding options, there are 1,399 options that are vested and fully exercisable. The remaining 2,797 options shall vest in two annual installments on each of 11/4/2011 and 11/4/2012.

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.