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claimants, at a hearing on April 21, 2003.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the exhibit referenced below and the information set forth therein is deemed to be furnished pursuant to Item 9 hereof and shall not be deemed "filed" under the Securities Exchange Act of 1934.

(c) EXHIBITS

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|----------------------------|---------------------------------------|
| 99.1 | -- Press release dated April 4, 2003. |

ITEM 9. REGULATION FD DISCLOSURE.

On April 4, 2003, the Company issued a press release announcing the matters referenced in Item 3 hereof. A copy of such press release is included as an exhibit to this Current Report. Pursuant to the rules and regulations of the Securities and Exchange Commission, such press release and the information set forth therein are deemed to be furnished pursuant to this Item 9 and shall not be deemed "filed" under the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLEMING COMPANIES, INC.

Date: April 4, 2003

By: /s/ MARK D. SHAPIRO

 Mark D. Shapiro
 Senior Vice President and
 Chief Financial Officer

INDEX TO EXHIBITS

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