

WINN DIXIE STORES INC
 Form 3
 May 15, 2006

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 and Ticker or Trading Symbol	
Â SCOTT CHRISTOPHER L		(Month/Day/Year)	WINN DIXIE STORES INC [WNDXQ]	
(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
JACKSONVILLE, Â FL Â 32254			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			GVP - Logistics & Distribution	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

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	297	D	Â
Common Stock <u>(1)</u>	15,895	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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Key Employee Stock Option Plan	Â (2)	01/15/2008	Common Stock	337	\$ 14.37	D	Â
Key Employee Stock Option Plan	Â (2)	01/15/2010	Common Stock	701	\$ 15.19	D	Â
Key Employee Stock Option Plan	Â (3)	02/21/2010	Common Stock	3,320	\$ 10.09	D	Â
Key Employee Stock Option Plan	Â (4)	01/01/2011	Common Stock	5,101	\$ 7.32	D	Â
Key Employee Stock Option Plan	Â (4)	04/04/2011	Common Stock	21,953	\$ 3.74	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT CHRISTOPHER L 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254	Â	Â	Â GVP - Logistics & Distribution	Â

Signatures

/s/Christopher L. Scott by: Winn-Dixie Stores, Inc., Larry B. Appel, Corporate Secretary, Attorney-in-Fact

05/15/2006

__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) Restricted shares awarded under Winn-Dixie Stores, Inc. Officer Compensation Program, subject to forfeiture.
- (2) All are now exercisable.
- (3) Exercisable upon a change in control of Winn-Dixie Stores, Inc. or one-third (1/3) of the option is exercisable on each anniversary date of the grant for 3 consecutive years, beginning 8/21/2004.
- (4) Exercisable upon a change in control of Winn-Dixie Stores, Inc. or one-third (1/3) of the option is exercisable on each anniversary date of the grant for 3 consecutive years, beginning 7/1/2005.

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.