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FLEMING COMPANIES INC /OK/

Form 8-K

October 23, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 18, 2002

FLEMING COMPANIES, INC.

-----  
(Exact Name of Registrant as Specified in Charter)

Oklahoma

1-8140

48-0222760

-----  
(State or Other Jurisdiction of  
Incorporation)

-----  
(Commission File Number)

-----  
(I.R.S. Employer  
Identification No.)

1945 Lakepointe Drive, Lewisville, Texas 75057

-----  
(Address of Principal Executive Office) (Zip Code)

(972) 906-8000

-----  
(Registrant's telephone number, including area code)

N/A

-----  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 7. EXHIBITS.

(c) Exhibits

The following exhibit is filed as part of this Report:

No. Exhibit  
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10.1 First Amendment, dated as of October 18, 2002, to that certain Credit Agreement, dated as of June 18, 2002, by and among Fleming Companies, Inc., the lenders from time to time party thereto, Deutsche Bank Trust Company Americas, as Administrative Agent, JPMorgan Chase Bank and Citicorp North America, Inc., as Syndication Agents, Lehman Commercial Paper

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Inc. and Wachovia Bank, National Association, as Documentation Agents, Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as Joint Book Managers, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as Joint Lead Arrangers.

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.

By: /s/ Matthew H. Hildreth

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Matthew H. Hildreth  
Senior Vice President, Finance and  
Treasurer

Date: October 22, 2002

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
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