

NICHOLSON S SCOTT

Form 3/A

November 05, 2002

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

FORM 3

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**

<p>1. Name and Address of Reporting Person*</p> <p>Nicholson, S. Scott</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>Fleming Companies Inc. 1945 Lakepointe Drive</p> <hr/> <p><i>(Street)</i></p> <p>Lewisville, TX 75029</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Date of Event Requiring Statement <i>(Month/Day/Year)</i></p> <p>10/14/02</p> <hr/> <p>4. Issuer Name and Ticker or Trading Symbol</p> <p>Fleming Companies, Inc. (FLM)</p> <hr/> <p>6. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> <p>10/15/02</p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <hr/> <p>5. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="radio"/> Director <input type="radio"/> 10% Owner</p> <p><input checked="" type="radio"/> Officer <i>(give title below)</i></p> <p><input type="radio"/> Other <i>(specify below)</i></p> <p>Senior Vice-President-Operations</p> <hr/> <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="radio"/> Form Filed by One Reporting Person</p> <p><input type="radio"/> Form Filed by More than One Reporting Person</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

Table I Non-Derivative Securities Beneficially Owned

1. Title of Security <i>(Instr. 4)</i>	2. Amount of Securities Beneficially Owned <i>(Instr. 4)</i>	3. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 5)</i>	4. Nature of Indirect Beneficial Ownership <i>(Instr. 5)</i>
Common Stock \$2.50 par value	9652	D	
Common Stock \$2.50 par value	6	I	By 401(k)

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

1. Title of Derivative Security <i>(Instr. 4)</i>	2. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	3. Title and Amount of Securities Underlying Derivative Security <i>(Instr. 4)</i>	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 5)</i>	6. Nature of Indirect Beneficial Ownership <i>(Instr. 5)</i>	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Option (Right to Buy)	(1)	5/30/04	Common Stock	1,000	\$24.8125	D
Employee Stock Option (Right to Buy)	(2)	5/30/04	Common Stock	1,000	\$24.8125	D
Employee Stock Option (Right to Buy)	(3)	9/5/06	Common Stock	4,000	\$16.3750	D
Employee Stock Option (Right to Buy)	(4)	8/10/09	Common Stock	1,600	\$11.7188	D
Employee Stock Option (Right to Buy)	(5)	9/5/10	Common Stock	3,000	\$15.4100	D

Explanation of Responses:

- (1) Grant of stock option under the 1985 Plan which vested at 25% per year beginning on 6/1/95
- (2) Grant of stock option under the 1985 Plan. The option becomes exercisable in 10% increments subject to certain performance requirements.
- (3) Grant of stock option under the 1996 Plan which vested at 25% per year beginning on 9/7/97
- (4) Grant of stock option under the 1999 Plan which vests at 25% per year beginning on 8/11/00
- (5) Grant of stock option under the 2000 Plan which vests at 25% per year beginning on 9/6/01

/s/ S. SCOTT
NICHOLSON

11/04/02

Date

**Signature of Reporting
Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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