

WINN DIXIE STORES INC
Form 4
October 22, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
DAVIS T WAYNE

(Last) (First) (Middle)
1910 SAN MARCO BLVD.
(Street)

JACKSONVILLE, FL 32207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WINN DIXIE STORES INC [WIN]

3. Date of Earliest Transaction (Month/Day/Year)

10/20/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/20/2004		A ⁽¹⁾	947 A \$ 0 (1)	129,282	D	
Common Stock					62,000	I	Trust FBO TWD
Common Stock					2,050,593	I	D.D.I., Inc. (2)
Common Stock					19,582	I	Trusts (2)
Common Stock					1,400	I	Retirement Plans (3)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Director Stock Opt (right to buy)	\$ 3.17	10/20/2004		A ⁽⁴⁾	5,000	10/20/2004 01/15/2012	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS T WAYNE 1910 SAN MARCO BLVD. JACKSONVILLE, FL 32207	X			

Signatures

H. J. Skelton, Attorney-In-Fact for T. Wayne Davis
10/22/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) 947 shares of Winn-Dixie common stock were awarded under the stock plan for directors.

As to a portion of the shares reported on this line representing the beneficial interest of T. Wayne Davis' wife and children, the filing of this statement shall not be construed as an admission that T. Wayne Davis is, for the purpose of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares of stock and T. Wayne Davis disclaims beneficial ownership of such shares of stock.

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- (3) Represents shares held by the Profit Sharing Trust for TWD Family - WD Charities, Inc. of which T. Wayne Davis is Trustee and a 65.37% participant.
- (4) T. Wayne Davis was granted the option to purchase 5,000 shares of Winn-Dixie common stock at \$3.17 per share under the stock plan for directors.

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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