

PUBLIX SUPER MARKETS INC
 Form 5
 January 30, 2017

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 JOHNSON TINA P

2. Issuer Name and Ticker or Trading Symbol
 PUBLIX SUPER MARKETS INC
 [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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

P.O. BOX 407

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAKELAND, FL 33802

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	(D) Price			
Common Stock	04/27/2016	Â	J	11,168	D \$ 45.2	108,047	I	By GRAT
Common Stock	04/27/2016	Â	J	11,168	A \$ 45.2	178,811	D	Â
Common Stock	11/30/2016	Â	G	11	D \$ 40.15	178,800	D	Â
Common Stock	Â	Â	Â	Â	Â	1,892.3157	I	By 401(k) (1)
	Â	Â	Â	Â	Â	59,902.3489	I	

Common
Stock

By ESOP
(2)

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
SERP Stock	Â	03/01/2016	Â	A	297.6192	Â (3) (3)	Common Stock 297.6192

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON TINA P P.O. BOX 407 LAKELAND, FL 33802	Â	Â X	Â	Â

Signatures

/s/ Monica Allman, POA on file for Tina P. Johnson 01/30/2017

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) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).

(2) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).

Each share of SERP stock is the economic equivalent of one share of common stock. The shares of SERP stock become payable in common stock upon the reporting person's termination of employment in accordance with the Publix Super Markets, Inc. Supplemental Executive Retirement Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.