

Gutermuth Matthew
Form 3
January 18, 2011

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 Gutermuth Matthew		(Month/Day/Year)	WINN DIXIE STORES INC [WINN]	
(Last)	(First)	(Middle)	01/05/2011	
5050 EDGEWOOD COURT		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
JACKSONVILLE,Â FLÂ 32254		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) GVP, Non-Perishables		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

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	5,050	D	Â
Common Stock	1,015 ⁽¹⁾	D	Â
Common Stock	1,921 ⁽²⁾	D	Â
Common Stock	2,517 ⁽³⁾	D	Â
Common Stock	3,405 ⁽⁴⁾	D	Â

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

SEC 1473 (7-02)

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

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- (6) Of the 6,993 outstanding options, there are 2,331 options that are vested and fully exercisable. The remaining 4,662 options shall vest in two annual installments on each of 11/4/2011 and 11/4/2012.
- (7) The Option shall vest in equal annual installments over 3 years beginning on November 10, 2011.
- (8) Of the 14,024 outstanding options, there are 7,012 options that are vested and fully exercisable. The remaining 7,012 options shall vest in two annual installments on each of 9/4/2011 and 9/4/2012.

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.