

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

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 | 1,388 ⁽¹⁾ | D | Â |
| Common Stock | 1,511 ⁽¹⁾ | D | Â |
| Common Stock | 2,043 ⁽²⁾ | 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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Option | Â (3) | 11/04/2016 | Common Stock | 4,196 | \$ 11.32 | D | Â |
| Option | Â (4) | 11/10/2017 | Common Stock | 3,784 | \$ 7.11 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dahlstrom-Gutel Anita 5050 EDGEWOOD COURT JACKSONVILLE, FL 32254 | Â | Â | Â SVP, Human Resources | Â |

Signatures

/s/ Timothy L. Williams, as attorney-in-fact for Anita
Dahlstrom-Gutel

01/18/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents Restricted Stock Units ("RSUs") awarded under the Winn-Dixie Stores, Inc. 2010 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. These RSUs will vest in two installments on each of November 4, 2011 and November 4, 2012.
 - (2) Represents RSUs awarded under the Winn-Dixie Stores, Inc. 2010 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Winn-Dixie Stores, Inc. common stock. The restricted stock units vest in three equal annual installments beginning on November 10, 2011.
 - (3) Of the 4,196 outstanding options, there are 1,399 options that are vested and fully exercisable. The remaining 2,797 options shall vest in two annual installments on each of November 4, 2011 and November 4, 2012.
 - (4) The Option shall vest in equal annual installments over 3 years beginning on November 10, 2011.

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.