

PUBLIX SUPER MARKETS INC  
Form 10-Q  
November 08, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 29, 2012

Commission File Number 0-00981

**PUBLIX SUPER MARKETS, INC.**

(Exact name of Registrant as specified in its charter)

**Florida**  
(State of incorporation)

**59-0324412**  
(I.R.S. Employer Identification No.)

**3300 Publix Corporate Parkway**

**Lakeland, Florida**  
(Address of principal executive offices)

**33811**  
(Zip code)

Registrant's telephone number, including area code: **(863) 688-1188**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

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Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the Registrant's common stock outstanding as of October 19, 2012 was 780,202,000.

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## PUBLIX SUPER MARKETS, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts are in thousands, except par value)

	September 29, 2012	December 31, 2011 (Unaudited)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 424,010	366,853
Short-term investments	735,018	447,972
Trade receivables	502,235	542,990
Merchandise inventories	1,363,262	1,361,709
Deferred tax assets	66,635	59,400
Prepaid expenses	37,722	24,316
<b>Total current assets</b>	<b>3,128,882</b>	<b>2,803,240</b>
Long-term investments	4,288,345	3,805,283
Other noncurrent assets	202,320	171,179
Property, plant and equipment	8,821,065	8,621,316
Accumulated depreciation	(4,225,919)	(4,132,786)
<b>Net property, plant and equipment</b>	<b>4,595,146</b>	<b>4,488,530</b>
	<b>\$ 12,214,693</b>	<b>11,268,232</b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,218,571	1,133,120
Accrued expenses:		
Contribution to retirement plans	349,965	405,818
Self-insurance reserves	125,980	125,569
Salaries and wages	213,647	110,207
Other	318,241	221,713
Current portion of long-term debt	43,731	15,124
Federal and state income taxes	---	39,225
<b>Total current liabilities</b>	<b>2,270,135</b>	<b>2,050,776</b>
Deferred tax liabilities	317,075	316,802
Self-insurance reserves	224,513	219,660
Accrued postretirement benefit cost	104,282	103,595
Long-term debt	92,216	119,460
Other noncurrent liabilities	115,838	116,482
<b>Total liabilities</b>	<b>3,124,059</b>	<b>2,926,775</b>

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Common stock related to Employee Stock Ownership Plan (ESOP)	2,294,158	2,137,217
Stockholders' equity:		
Common stock of \$1 par value. Authorized 1,000,000 shares; issued and outstanding 791,965 shares in 2012 and 779,675 shares in 2011	791,965	779,675
Additional paid-in capital	1,622,866	1,354,881
Retained earnings	6,826,035	6,131,193
Treasury stock at cost, 11,284 shares in 2012	(252,807)	---
Accumulated other comprehensive earnings	55,909	30,261
Common stock related to ESOP	(2,294,158)	(2,137,217)
<b>Total stockholders' equity</b>	<b>6,749,810</b>	<b>6,158,793</b>
Noncontrolling interests	46,666	45,447
<b>Total equity</b>	<b>9,090,634</b>	<b>8,341,457</b>
	\$ 12,214,693	11,268,232

See accompanying notes to condensed consolidated financial statements.

**PUBLIX SUPER MARKETS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**

(Amounts are in thousands, except per share amounts)

	Three Months Ended	
	September 29, 2012	September 24, 2011 (Unaudited)
<b>Revenues:</b>		
Sales	\$ 6,652,102	6,369,656
Other operating income	50,149	55,723
<b>Total revenues</b>	<b>6,702,251</b>	<b>6,425,379</b>
<b>Costs and expenses:</b>		
Cost of merchandise sold	4,817,425	4,651,148
Operating and administrative expenses	1,390,590	1,327,396
<b>Total costs and expenses</b>	<b>6,208,015</b>	<b>5,978,544</b>
<b>Operating profit</b>	<b>494,236</b>	<b>446,835</b>
Investment income	23,205	22,757
Other-than-temporary impairment losses	---	(6,082)
<b>Investment income, net</b>	<b>23,205</b>	<b>16,675</b>
<b>Other income, net</b>	<b>6,750</b>	<b>14,308</b>
<b>Earnings before income tax expense</b>	<b>524,191</b>	<b>477,818</b>
<b>Income tax expense</b>	<b>155,765</b>	<b>165,916</b>
<b>Net earnings</b>	<b>\$ 368,426</b>	<b>311,902</b>
<b>Weighted average shares outstanding</b>	<b>782,765</b>	<b>786,019</b>
<b>Basic and diluted earnings per share</b>	<b>\$ 0.47</b>	<b>0.40</b>
<b>Dividends paid per common share</b>	<b>\$ ---</b>	<b>---</b>

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS**

(Amounts are in thousands)

	Three Months Ended	
	September 29, 2012	September 24, 2011

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(Unaudited)

Net earnings	\$ 368,426	311,902
Other comprehensive earnings (losses):		
Unrealized gain (loss) on available-for-sale (AFS) securities, net of tax effect of \$13,103 and (\$14,589) in 2012 and 2011, respectively	20,808	(23,168)
Reclassification adjustment for net realized (gain) loss on AFS securities, net of tax effect of (\$1,347) and \$343 in 2012 and 2011, respectively	(2,140)	545
Adjustment to postretirement benefit plan obligation, net of tax effect of \$301 and \$103 in 2012 and 2011, respectively	478	164
Comprehensive earnings	\$ 387,572	289,443

See accompanying notes to condensed consolidated financial statements.

**PUBLIX SUPER MARKETS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**

(Amounts are in thousands, except per share amounts)

	Nine Months Ended	
	September 29, 2012	September 24, 2011
	(Unaudited)	
<b>Revenues:</b>		
Sales	\$ 20,505,170	19,730,716
Other operating income	161,602	152,699
 Total revenues	 20,666,772	 19,883,415
<b>Costs and expenses:</b>		
Cost of merchandise sold	14,814,787	14,224,751
Operating and administrative expenses	4,211,874	4,097,738
 Total costs and expenses	 19,026,661	 18,322,489
 Operating profit	 1,640,111	 1,560,926
Investment income	66,408	79,762
Other-than-temporary impairment losses	---	(6,082)
 Investment income, net	 66,408	 73,680
Other income, net	19,893	27,854
 Earnings before income tax expense	 1,726,412	 1,662,460
Income tax expense	566,944	570,022
 Net earnings	 \$ 1,159,468	 1,092,438
 Weighted average shares outstanding	 783,643	 785,940
 Basic and diluted earnings per share	 \$ 1.48	 1.39
 Dividends paid per common share	 \$ 0.59	 0.53

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS**

(Amounts are in thousands)

Nine Months Ended

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	September 29, 2012	September 24, 2011 (Unaudited)
Net earnings	\$ 1,159,468	1,092,438
Other comprehensive earnings (losses):		
Unrealized gain (loss) on AFS securities, net of tax effect of \$18,296 and (\$866) in 2012 and 2011, respectively	29,055	(1,376)
Reclassification adjustment for net realized gain on AFS securities, net of tax effect of (\$3,048) and (\$7,601) in 2012 and 2011, respectively	(4,841)	(12,071)
Adjustment to postretirement benefit plan obligation, net of tax effect of \$903 and \$310 in 2012 and 2011, respectively	1,434	493
Comprehensive earnings	\$ 1,185,116	1,079,484

See accompanying notes to condensed consolidated financial statements.



## PUBLIX SUPER MARKETS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts are in thousands)

	Nine Months Ended	
	September 29, 2012	September 24, 2011
	(Unaudited)	
Cash flows from operating activities:		
Cash received from customers	\$ 20,587,069	19,796,702
Cash paid to employees and suppliers	(17,958,788)	(17,392,751)
Income taxes paid	(638,757)	(535,358)
Self-insured claims paid	(215,979)	(208,424)
Dividends and interest received	130,603	97,757
Other operating cash receipts	155,707	146,617
Other operating cash payments	(10,052)	(10,838)
<b>Net cash provided by operating activities</b>	<b>2,049,803</b>	<b>1,893,705</b>
Cash flows from investing activities:		
Payment for capital expenditures	(490,484)	(400,599)
Proceeds from sale of property, plant and equipment	4,357	4,399
Payment for investments	(1,446,264)	(1,501,096)
Proceeds from sale and maturity of investments	672,022	537,936
<b>Net cash used in investing activities</b>	<b>(1,260,369)</b>	<b>(1,359,360)</b>
Cash flows from financing activities:		
Payment for acquisition of common stock	(410,194)	(380,252)
Proceeds from sale of common stock	158,756	163,824
Dividends paid	(464,626)	(418,680)
Repayment of long-term debt	(17,432)	(24,073)
Other, net	1,219	(2,109)
<b>Net cash used in financing activities</b>	<b>(732,277)</b>	<b>(661,290)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>57,157</b>	<b>(126,945)</b>
Cash and cash equivalents at beginning of period	366,853	605,901
<b>Cash and cash equivalents at end of period</b>	<b>\$ 424,010</b>	<b>478,956</b>

See accompanying notes to condensed consolidated financial statements.

(Continued)



## PUBLIX SUPER MARKETS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(Amounts are in thousands)

	Nine Months Ended	
	September 29, 2012	September 24, 2011 (Unaudited)
Reconciliation of net earnings to net cash provided by operating activities:		
Net earnings	\$ 1,159,468	1,092,438
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	368,316	371,258
Retirement contributions paid or payable in common stock	223,052	224,567
Deferred income taxes	(23,113)	25,836
Loss on disposal and impairment of property, plant and equipment	13,705	6,443
Gain on AFS securities	(7,889)	(19,672)
Net amortization of investments	79,458	55,862
Changes in operating assets and liabilities providing (requiring) cash:		
Trade receivables	40,406	15,010
Merchandise inventories	(1,553)	48,075
Prepaid expenses and other noncurrent assets	(5,572)	(13,655)
Accounts payable and accrued expenses	244,100	75,101
Self-insurance reserves	5,264	12,096
Federal and state income taxes	(48,219)	8,687
Other noncurrent liabilities	2,380	(8,341)
Total adjustments	890,335	801,267
Net cash provided by operating activities	\$ 2,049,803	1,893,705

See accompanying notes to condensed consolidated financial statements.

**PUBLIX SUPER MARKETS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(1) Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements of Publix Super Markets, Inc. and subsidiaries (the Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) and the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial reporting. Accordingly, the accompanying statements do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, these statements include all adjustments that are of a normal and recurring nature necessary to present fairly the Company's financial position, results of operations and cash flows. Due to the seasonal nature of the Company's business, the results of operations for the three and nine months ended September 29, 2012 are not necessarily indicative of the results for the entire 2012 fiscal year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**(2) Fair Value of Financial Instruments**

The fair value of certain of the Company's financial instruments, including cash and cash equivalents, trade receivables and accounts payable, approximates their respective carrying amounts due to their short-term maturity.

The fair value of available-for-sale (AFS) securities is based on market prices using the following measurement categories:

**Level 1** Fair value is determined by using quoted prices in active markets for identical investments. AFS securities that are included in this category are primarily a mutual fund and equity securities.

**Level 2** Fair value is determined by using other than quoted prices. By using observable inputs (for example, benchmark yields, interest rates, reported trades and broker dealer quotes), the fair value is determined through processes such as benchmark curves, benchmarking of like securities and matrix pricing of corporate and municipal bonds by using pricing of similar bonds based on coupons, ratings and maturities. In addition, the value of collateralized mortgage obligation securities is determined by using models to develop prepayment and interest rate scenarios for these securities which have prepayment features. AFS securities that are included in this category are primarily debt securities (tax exempt and taxable bonds).

**Level 3** Fair value is determined by using other than observable inputs. Fair value is determined by using the best information available in the circumstances and requires significant management judgment or estimation. No AFS securities are currently included in this category.

Following is a summary of fair value measurements for AFS securities as of September 29, 2012 and December 31, 2011:

	Fair			
	<u>Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	(Amounts are in thousands)			
September 29, 2012	\$ 5,023,363	606,048	4,417,315	---
December 31, 2011	4,253,255	473,099	3,780,156	---

## PUBLIX SUPER MARKETS, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**(3) Investments**

All of the Company's debt and equity securities are classified as AFS and are carried at fair value. The Company evaluates whether AFS securities are other-than-temporarily impaired (OTTI) based on criteria that include the extent to which cost exceeds market value, the duration of the market value decline, the credit rating of the issuer or security, the failure of the issuer to make scheduled principal or interest payments and the financial health and prospects of the issuer or security.

Declines in the value of AFS securities determined to be OTTI are recognized in earnings and reported as OTTI losses. Debt securities with unrealized losses are considered OTTI if the Company intends to sell the debt security or if the Company will be required to sell the debt security prior to any anticipated recovery. If the Company determines that a debt security is OTTI under these circumstances, the impairment recognized in earnings is measured as the difference between the amortized cost and the current fair value. A debt security is also determined to be OTTI if the Company does not expect to recover the amortized cost of the debt security. However, in this circumstance, if the Company does not intend to sell the debt security and will not be required to sell the debt security, the impairment recognized in earnings equals the estimated credit loss as measured by the difference between the present value of expected cash flows and the amortized cost of the debt security. Expected cash flows are discounted using the debt security's effective interest rate. An equity security is determined to be OTTI if the Company does not expect to recover the cost of the equity security. Declines in the value of AFS securities determined to be temporary are reported, net of tax, as other comprehensive losses and included as a component of stockholders' equity.

Interest and dividend income, amortization of premiums, accretion of discounts and realized gains and losses on AFS securities are included in investment income. Interest income is accrued as earned. Dividend income is recognized as income on the ex-dividend date of the stock. The cost of AFS securities sold is based on the first-in, first-out method.

Following is a summary of AFS securities as of September 29, 2012 and December 31, 2011:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(Amounts are in thousands)				
<b>September 29, 2012</b>				
Tax exempt bonds	\$3,047,848	45,269	10	3,093,107
Taxable bonds	1,292,663	21,827	43	1,314,447
Restricted investments	170,000	604	---	170,604
Equity securities	<u>400,511</u>	<u>54,385</u>	<u>9,691</u>	<u>445,205</u>
	<u>\$4,911,022</u>	<u>122,085</u>	<u>9,744</u>	<u>5,023,363</u>
<b>December 31, 2011</b>				
Tax exempt bonds	\$2,488,135	36,657	550	2,524,242
Taxable bonds	1,226,136	20,015	1,514	1,244,637
Restricted investments	170,000	---	3,019	166,981
Equity securities	<u>296,105</u>	<u>35,564</u>	<u>14,274</u>	<u>317,395</u>
	<u>\$4,180,376</u>	<u>92,236</u>	<u>19,357</u>	<u>4,253,255</u>

Realized gains on sales of AFS securities totaled \$9,209,000 and \$18,986,000 for the three and nine months ended September 29, 2012, respectively. Realized losses on sales of AFS securities totaled \$5,722,000 and \$11,097,000 for the three and nine months ended September 29, 2012, respectively. There were no OTTI losses on AFS securities for the three and nine months ended September 29, 2012.

## PUBLIX SUPER MARKETS, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Realized gains on sales of AFS securities totaled \$7,260,000 and \$29,996,000 for the three and nine months ended September 24, 2011, respectively. Realized losses on AFS securities totaled \$8,148,000 and \$10,324,000, including OTTI losses on equity securities of \$6,082,000, for the three and nine months ended September 24, 2011, respectively. There were no OTTI losses on debt securities for the three and nine months ended September 24, 2011.

The amortized cost and fair value of AFS securities by expected maturity as of September 29, 2012 and December 31, 2011 are as follows:

	September 29, 2012		December 31, 2011	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Amounts are in thousands)			
Due in one year or less	\$ 731,030	735,018	445,296	447,972
Due after one year through five years	2,809,061	2,851,636	2,492,484	2,524,020
Due after five years through ten years	522,757	534,130	348,427	356,808
Due after ten years	277,663	286,770	428,064	440,079
	4,340,511	4,407,554	3,714,271	3,768,879
Restricted investments	170,000	170,604	170,000	166,981
Equity securities	400,511	445,205	296,105	317,395
	\$ 4,911,022	5,023,363	4,180,376	4,253,255

Following is a summary of temporarily impaired AFS securities by the time period impaired as of September 29, 2012 and December 31, 2011:

	Less Than		12 Months		Total	
	12 Months	Unrealized	or Longer	Unrealized		
	Fair Value	Losses	Fair Value	Losses	Fair Value	Unrealized Losses
	(Amounts are in thousands)					
<u>September 29, 2012</u>						
Tax exempt bonds	\$ 19,113	10	---	---	19,113	10
Taxable bonds	42,103	43	---	---	42,103	43
Equity securities	<u>57,548</u>	<u>4,787</u>	<u>17,396</u>	<u>4,904</u>	<u>74,944</u>	<u>9,691</u>
Total temporarily impaired AFS securities	<u>\$118,764</u>	<u>4,840</u>	<u>17,396</u>	<u>4,904</u>	<u>136,160</u>	<u>9,744</u>
<u>December 31, 2011</u>						
Tax exempt bonds	\$138,892	536	6,026	14	144,918	550
Taxable bonds	201,538	1,514	---	---	201,538	1,514
Restricted investments	166,981	3,019	---	---	166,981	3,019
Equity securities	<u>86,236</u>	<u>13,899</u>	<u>1,889</u>	<u>375</u>	<u>88,125</u>	<u>14,274</u>
Total temporarily impaired AFS securities	<u>\$593,647</u>	<u>18,968</u>	<u>7,915</u>	<u>389</u>	<u>601,562</u>	<u>19,357</u>

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**PUBLIX SUPER MARKETS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

There are 200 AFS securities issues contributing to the total unrealized loss of \$9,744,000 as of September 29, 2012. Unrealized losses related to debt securities are primarily driven by interest rate volatility impacting the market value of certain bonds. The Company continues to receive scheduled principal and interest payments on these debt securities. Unrealized losses related to equity securities are primarily driven by stock market volatility.

**(4) Consolidation of Joint Ventures and Long-Term Debt**

From time to time, the Company enters into Joint Ventures (JV), in the legal form of limited liability companies, with certain real estate developers to partner in the development of shopping centers with the Company as the anchor tenant. The Company consolidates certain of these JVs in which it has a controlling financial interest. The Company is considered to have a controlling financial interest in a JV when it has (1) the power to direct the activities of the JV that most significantly impact the JV's economic performance and (2) the obligation to absorb losses or the right to receive benefits from the JV that could potentially be significant to such JV.

The Company evaluates a JV using specific criteria to determine whether the Company has a controlling financial interest and is the primary beneficiary of the JV. Factors considered in determining whether the Company is the primary beneficiary include risk and reward sharing, experience and financial condition of the other JV members, voting rights, involvement in routine capital and operating decisions and each member's influence over the JV owned shopping center's economic performance.

Generally, most major JV decision making is shared between all members. In particular, the use and sale of JV assets, business plans and budgets are generally required to be approved by all members. However, the Company, through its anchor tenant operating lease agreement, has the power to direct the activities that most significantly influence the economic performance of the JV owned shopping center. Additionally, through its member equity interest in the JV, the Company will receive a significant portion of the JV's benefits or is obligated to absorb a significant portion of the JV's losses.

As of September 29, 2012, the carrying amounts of the assets and liabilities of the consolidated JVs were \$159,543,000 and \$61,916,000, respectively. As of December 31, 2011, the carrying amounts of the assets and liabilities of the consolidated JVs were \$177,226,000 and \$76,249,000, respectively. The assets are owned by, and the liabilities are obligations of, the JVs, not the Company, except for a portion of the long-term debt of certain JVs guaranteed by the Company. The JVs are financed with capital contributions from the members, loans and/or the cash flows generated by the JV owned shopping centers once in operation. Total earnings attributable to noncontrolling interests for 2012 and 2011 were immaterial. The Company's involvement with these JVs does not have a significant effect on the Company's financial condition, results of operations or cash flows.

The Company's long-term debt results primarily from the consolidation of loans of certain JVs and loans assumed in connection with the acquisition of certain shopping centers with the Company as the anchor tenant. The Company assumed loans totaling \$18,795,000 and \$28,497,000 during the nine months ended September 29, 2012 and September 24, 2011, respectively. Maturities of JV loans range from June 2013 through January 2015 and have either (1) fixed interest rates ranging from 4.5% to 5.3% or (2) variable interest rates based on a LIBOR index plus basis points ranging from 195 basis points to 250 basis points. Maturities of assumed shopping center loans range from September 2013 through January 2027 and have fixed interest rates ranging from 5.1% to 7.5%.

**PUBLIX SUPER MARKETS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(5) Retirement Plan**

The Company has a trustee, noncontributory Employee Stock Ownership Plan (ESOP) for the benefit of eligible employees. The Company's ESOP includes a put option for shares of the Company's common stock distributed from the ESOP. Shares are distributed from the ESOP primarily to separated vested participants and certain eligible participants who elect to diversify their account balances. Since the Company's common stock is not currently traded on an established securities market, if the owners of distributed shares desire to sell their shares, the Company is required to purchase the shares at fair value for a 15-month period after distribution of the shares from the ESOP. The fair value of distributed shares subject to the put option totaled \$127,584,000 and \$116,824,000 as of September 29, 2012 and December 31, 2011, respectively. The cost of the shares held by the ESOP totaled \$2,166,574,000 and \$2,020,393,000 as of September 29, 2012 and December 31, 2011, respectively. Due to the Company's obligation under the put option, the distributed shares subject to the put option and the shares held by the ESOP are classified as temporary equity in the mezzanine section of the condensed consolidated balance sheets and totaled \$2,294,158,000 and \$2,137,217,000 as of September 29, 2012 and December 31, 2011, respectively. The fair value of the shares held by the ESOP totaled \$5,345,160,000 and \$4,917,283,000 as of September 29, 2012 and December 31, 2011, respectively.

**(6) Subsequent Event**

Due to the growth of the Company's dividend over the last several years, the Company decided to begin paying a semi-annual dividend rather than an annual dividend on the Company's common stock. To not delay any dividend payments to the Company's stockholders, the first semi-annual dividend of \$0.30 per share was declared on October 1, 2012, payable on December 3, 2012 to stockholders of record as of the close of business October 31, 2012. The Company estimates the dividend will be approximately \$234,000,000. The Company plans to pay another semi-annual dividend in June 2013.



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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Overview**

The Company is primarily engaged in the retail food industry, operating supermarkets in Florida, Georgia, Alabama, South Carolina and Tennessee. As of September 29, 2012, the Company operated 1,061 supermarkets. The Company has plans to open supermarkets in North Carolina beginning in 2014.

**Results of Operations**

***Sales***

Sales for the three months ended September 29, 2012 were \$6.7 billion as compared with \$6.4 billion for the three months ended September 24, 2011, an increase of \$282.4 million or a 4.4% increase. The Company estimates that its sales increased \$123.2 million or 1.9% from new supermarkets and \$159.2 million or 2.5% from comparable store sales (supermarkets open for the same weeks in both periods, including replacement supermarkets). Sales for supermarkets that are replaced on site are classified as new supermarket sales since the replacement period for the supermarket is generally 9 to 12 months. Sales for the nine months ended September 29, 2012 were \$20.5 billion as compared with \$19.7 billion for the nine months ended September 24, 2011, an increase of \$774.5 million or a 3.9% increase. The Company estimates that its sales increased \$261.5 million or 1.3% from new supermarkets and \$513.0 million or 2.6% from comparable store sales. Comparable store sales for the three and nine months ended September 29, 2012 increased primarily due to product cost inflation and increased customer counts but continue to be impacted by the difficult economy.

***Gross profit***

Gross profit (sales less cost of merchandise sold) as a percentage of sales was 27.6% and 27.0% for the three months ended September 29, 2012 and September 24, 2011, respectively. The increase in gross profit as a percentage of sales for the three months ended September 29, 2012 as compared with the three months ended September 24, 2011 was primarily due to a decrease in the last-in, first-out inventory reserve impact and a decrease in promotional activity. Gross profit as a percentage of sales was 27.8% and 27.9% for the nine months ended September 29, 2012 and September 24, 2011, respectively. Gross profit as a percentage of sales for the nine months ended September 29, 2012 as compared with the nine months ended September 24, 2011 remained relatively unchanged.

***Operating and administrative expenses***

Operating and administrative expenses as a percentage of sales were 20.9% and 20.8% for the three months ended September 29, 2012 and September 24, 2011, respectively. Operating and administrative expenses as a percentage of sales for the three months ended September 29, 2012 as compared with the three months ended September 24, 2011 remained relatively unchanged. Operating and administrative expenses as a percentage of sales were 20.5% and 20.8% for the nine months ended September 29, 2012 and September 24, 2011, respectively. The decrease in operating and administrative expenses as a percentage of sales for the nine months ended September 29, 2012 as compared with the nine months ended September 24, 2011 was primarily due to a 0.3% decrease in payroll as a percentage of sales primarily due to more effective scheduling.

***Investment income, net***

Investment income, net was \$23.2 million and \$16.7 million for the three months ended September 29, 2012 and September 24, 2011, respectively. The increase in investment income, net for the three months ended September 29, 2012 as compared with the three months ended September 24, 2011 was primarily due to the OTTI losses on equity securities recorded during the three months ended September 24, 2011. Investment income, net was \$66.4 million and \$73.7 million for the nine months ended September 29, 2012 and September 24, 2011, respectively. The decrease in investment income, net for the nine months ended September 29, 2012 as compared with the nine months ended September 24, 2011 was primarily due to a decrease in realized gains on the sale of equity securities partially offset by a decrease in OTTI losses on equity securities. There were no OTTI losses on AFS securities for the three and nine months ended September 29, 2012. The Company recorded OTTI losses on equity securities of \$6.1 million for the three and nine months ended September 24, 2011. There were no OTTI losses on debt securities for the three and nine months ended September 24, 2011.

***Income taxes***

The effective income tax rate was 29.7% and 34.7% for the three months ended September 29, 2012 and September 24, 2011, respectively. The effective income tax rate was 32.8% and 34.3% for the nine months ended September 29, 2012 and September 24, 2011, respectively. The decrease in the effective income tax rate for the three and nine months ended September 29, 2012 as compared with the three and nine months ended September 24, 2011 was primarily due to a decrease in the estimated annual effective tax rate as a result of the dividends that will be paid to ESOP participants due to the declaration of the semi-annual dividend, as noted in *Dividends* below.

***Net earnings***

Net earnings were \$368.4 million or \$0.47 per share and \$311.9 million or \$0.40 per share for the three months ended September 29, 2012 and September 24, 2011, respectively. Net earnings as a percentage of sales were 5.5% and 4.9% for the three months ended September 29, 2012 and September 24, 2011, respectively. The increase in net earnings as a percentage of sales for the three months ended September 29, 2012 as compared with the three months ended September 24, 2011 was primarily due to an increase in gross profit as a percentage of sales and a decrease in the effective income tax rate, as noted above. Net earnings were \$1,159.5 million or \$1.48 per share and \$1,092.4 million or \$1.39 per share for the nine months ended September 29, 2012 and September 24, 2011, respectively. Net earnings as a percentage of sales were 5.7% and 5.5% for the nine months ended September 29, 2012 and September 24, 2011, respectively. The increase in net earnings as a percentage of sales for the nine months ended September 29, 2012 as compared with the nine months ended September 24, 2011 was primarily due to a decrease in operating and administrative expenses as a percentage of sales and a decrease in the effective income tax rate, as noted above.

***Liquidity and Capital Resources***

Cash and cash equivalents, short-term investments and long-term investments totaled \$5,447.4 million as of September 29, 2012, as compared with \$4,620.1 million as of December 31, 2011. This increase was primarily due to the Company generating cash in excess of the amount needed for current operations and the timing of payments, particularly for merchandise.

***Net cash provided by operating activities***

Net cash provided by operating activities was \$2,049.8 million for the nine months ended September 29, 2012, as compared with \$1,893.7 million for the nine months ended September 24, 2011. The increase in cash provided by operating activities for the nine months ended September 29, 2012 as compared with the nine months ended September 24, 2011 was primarily due to the timing of payments, particularly for merchandise. Any net cash in excess of the amount needed for current operations is invested in short-term and long-term investments.

***Net cash used in investing activities***

Net cash used in investing activities was \$1,260.4 million for the nine months ended September 29, 2012, as compared with \$1,359.4 million for the nine months ended September 24, 2011. For the nine months ended September 29, 2012, the primary use of net cash in investing activities was funding capital expenditures and net increases in investment securities. Capital expenditures totaled \$490.5 million. These expenditures were incurred in connection with the opening of 19 new supermarkets (including five replacement supermarkets) and remodeling 67 supermarkets. Four supermarkets were closed during the period. Replacement supermarkets opened during the nine months ended September 29, 2012 replaced two supermarkets closed during the same period and three supermarkets closed in 2011 that were replaced on site. The remaining two supermarkets closed during the nine months ended September 29, 2012 will be replaced on site in subsequent periods. New supermarkets added 0.7 million square feet in the nine months ended September 29, 2012, an increase of 1.5%. Expenditures were also incurred for the acquisition of shopping centers with the Company as the anchor tenant, the expansion of warehouses and new or enhanced information technology hardware and applications. For the same period, the payment for investments, net of the proceeds from the sale and maturity of such investments, was \$774.2 million.

For the nine months ended September 24, 2011, the primary use of net cash in investing activities was funding capital expenditures and net increases in investment securities. Capital expenditures totaled \$400.6 million. These expenditures were incurred in connection with the opening of 15 new supermarkets (including four replacement supermarkets) and remodeling 70 supermarkets. Eleven supermarkets were closed during the period. Replacement supermarkets opened during the nine months ended September 24, 2011 replaced four of the 11 supermarkets closed during the same period. All of the remaining supermarkets closed during the nine months ended September 24, 2011 were replaced in subsequent periods and six of these supermarkets were replaced on site. New supermarkets added 0.2 million square feet in the nine months ended September 24, 2011, an increase of 0.5%. Expenditures were also incurred for the acquisition of shopping centers with the Company as the anchor tenant and new or enhanced information technology hardware and applications. For the same period, the payment for investments, net of the proceeds from the sale and maturity of such investments, was \$963.2 million.

#### *Capital expenditure projection*

Capital expenditures for the remainder of 2012 are expected to be approximately \$240 million, primarily consisting of new supermarkets, remodeling certain existing supermarkets, expansion of warehouses, new or enhanced information technology hardware and applications and the acquisition of certain shopping centers with the Company as the anchor tenant. The shopping center acquisitions are financed with internally generated funds and assumed debt, if prepayment penalties for the debt are determined to be significant. This capital program is subject to continuing change and review. In the normal course of operations, the Company replaces supermarkets and closes supermarkets that are not meeting performance expectations. The impact of future supermarket closings is not expected to be material.

#### *Net cash used in financing activities*

Net cash used in financing activities was \$732.3 million for the nine months ended September 29, 2012, as compared with \$661.3 million for the nine months ended September 24, 2011. The primary use of net cash in financing activities was funding net common stock repurchases and payment of the annual dividend (see change in frequency of dividend payments noted in *Dividends* below). Net common stock repurchases totaled \$251.4 million for the nine months ended September 29, 2012, as compared with \$216.4 million for the nine months ended September 24, 2011. The Company currently repurchases common stock at the stockholders' request in accordance with the terms of the Company's Employee Stock Purchase Plan (ESPP), 401(k) Plan, ESOP and Non-Employee Directors Stock Purchase Plan (Directors Plan). The amount of common stock offered to the Company for repurchase is not within the control of the Company, but is at the discretion of the stockholders. The Company expects to continue to repurchase its common stock, as offered by its stockholders from time to time, at its then current value for amounts similar to those in prior years. However, with the exception of certain shares distributed from the ESOP, such purchases are not required and the Company retains the right to discontinue them at any time.

#### *Dividends*

The Company paid an annual dividend on its common stock of \$0.59 per share or \$464.6 million and \$0.53 per share or \$418.7 million on June 1, 2012 and June 1, 2011, respectively.

Due to the growth of the Company's dividend over the last several years, the Company decided to begin paying a semi-annual dividend rather than an annual dividend on the Company's common stock. To not delay any dividend payments to the Company's stockholders, the first semi-annual dividend of \$0.30 per share was declared on October 1, 2012, payable on December 3, 2012 to stockholders of record as of the close of business October 31, 2012. The Company estimates the dividend will be approximately \$234 million. The Company plans to pay another semi-annual dividend in June 2013.

#### *Cash requirements*

In 2012, the cash requirements for current operations, capital expenditures, common stock repurchases and dividend payments are expected to be financed by internally generated funds or liquid assets. Based on the Company's financial position, it is expected that short-term and long-term borrowings would be available to support the Company's liquidity requirements, if needed.

Due to the increasing costs for less insurance coverage, the Company no longer has insurance for property, plant and equipment losses and is self insured for these losses.

### **Forward-Looking Statements**

From time to time, certain information provided by the Company, including written or oral statements made by its representatives, may contain forward-looking information as defined in Section 21E of the Securities Exchange Act of 1934. Forward-looking information includes statements about the future performance of the Company, which is based on management's assumptions and beliefs in light of the information currently available to them. When used, the words plan, estimate, project, intend, believe and other similar expressions, as they relate to the Company, are intended to identify such forward-looking statements. These forward-looking statements are subject to uncertainties and other factors that could cause actual results to differ materially from those statements including, but not limited to, the following: competitive practices and pricing in the food and drug industries generally and particularly in the Company's principal markets; results of programs to increase sales, including private-label sales; results of programs to control or reduce costs; changes in buying, pricing and promotional practices; changes in shrink management; changes in the general economy; changes in consumer spending; changes in population, employment and job growth in the Company's principal markets; and other factors affecting the Company's business within or beyond the Company's control. These factors include changes in the rate of inflation, changes in state and federal legislation or regulation, adverse determinations with respect to litigation or other claims, ability to recruit and retain employees, increases in operating costs including, but not limited to, labor costs, credit card fees and utility costs, particularly electric utility costs, ability to construct new supermarkets or complete remodels as rapidly as planned and stability of product costs. Other factors and assumptions not identified above could also cause the actual results to differ materially from those set forth in the forward-looking statements. The Company assumes no obligation to publicly update these forward-looking statements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company does not utilize financial instruments for trading or other speculative purposes, nor does it utilize leveraged financial instruments. There have been no material changes in the market risk factors from those disclosed in the Company's Form 10-K for the year ended December 31, 2011.

### **Item 4. Controls and Procedures**

As of the end of the period covered by this quarterly report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer each concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that such information has been accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure. There have been no changes in the Company's internal control over financial reporting identified in connection with the evaluation that occurred during the quarter ended September 29, 2012 that have materially affected, or are reasonably likely to materially affect, the internal control over financial reporting.

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**PART II. OTHER INFORMATION**
**Item 1. Legal Proceedings**

As reported in the Company's Form 10-K for the year ended December 31, 2011, the Company is a party in various legal claims and actions considered in the normal course of business. The Company believes its recorded reserves are adequate in light of the probable and estimable liabilities. The estimated amount of reasonably possible losses for claims, individually and in the aggregate, is considered to be immaterial. In the opinion of management, the ultimate resolution of these legal proceedings will not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

**Item 1A. Risk Factors**

There have been no material changes in the risk factors from those disclosed in the Company's Form 10-K for the year ended December 31, 2011.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**  
**Issuer Purchases of Equity Securities**

Shares of common stock repurchased by the Company during the three months ended September 29, 2012 were as follows (amounts are in thousands, except per share amounts):

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
July 1, 2012 through August 4, 2012	2,125	\$22.26	N/A	N/A
August 5, 2012 through September 1, 2012	1,883	22.00	N/A	N/A
September 2, 2012 through	<u>1,960</u>	<u>22.00</u>	N/A	N/A

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September 29, 2012

Total	<u>5.968</u>	<u>\$22.09</u>	N/A	N/A
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- (1) Common stock is made available for sale only to the Company's current employees through the Company's ESPP and to participants of the Company's 401(k) Plan. In addition, common stock is made available under the ESOP. Common stock is also made available for sale to members of the Company's Board of Directors through the Directors Plan. The Company currently repurchases common stock subject to certain terms and conditions. The ESPP, 401(k) Plan, ESOP and Directors Plan each contain provisions prohibiting any transfer for value without the owner first offering the common stock to the Company.

The Company's common stock is not traded on an established securities market. The amount of common stock offered to the Company for repurchase is not within the control of the Company, but is at the discretion of the stockholders. The Company does not believe that these repurchases of its common stock are within the scope of a publicly announced plan or program (although the terms of the plans discussed above have been communicated to the participants). Thus, the Company does not believe that it has made any repurchases during the three months ended September 29, 2012 required to be disclosed in the last two columns of the table.

**Item 3. Defaults Upon Senior Securities**

Not Applicable.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**Item 5. Other Information**

Not Applicable.

**Item 6. Exhibits**

31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 The following financial information from the Company's Quarterly Report on Form 10-Q for the quarter ended September 29, 2012, is formatted in Extensible Business Reporting Language: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Earnings, (iii) Condensed Consolidated Statements of Comprehensive Earnings, (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PUBLIX SUPER MARKETS, INC.

Date: November 8, 2012

/s/ John A. Attaway, Jr.  
John A. Attaway, Jr., Secretary

Date: November 8, 2012

/s/ David P. Phillips  
David P. Phillips, Chief Financial Officer  
and Treasurer (Principal Financial and  
Accounting Officer)