

PUBLIX SUPER MARKETS INC
Form SC 13G/A
February 13, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

Publix Super Markets, Inc.

(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share
(Title of Class of Securities)

None

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but

shall be subject to all other provisions of the Act.

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CUSIP No. None Page 2 of 6 Pages

- 1 Names of Reporting Persons
- I.R.S. Identification Nos. of above persons (entities only)
 Publix Super Markets, Inc. 401(k) SMART Plan
- 2 Check the Appropriate Box if a Member of a Group
 (a) (b) X
- 3 SEC Use Only
- 4 Citizenship or Place of Organization
 Florida
- | | | |
|--------------|--------------------------|---|
| Number of | 5 Sole Voting Power | — |
| Shares | 6 Shared Voting Power | — |
| Beneficially | 7 Sole Dispositive Power | — |
- Owned by
 Each
 Reporting Person 8 Shared Dispositive Power 69,232,457
- With:
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person
 69,232,457
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 Not applicable.
- 11 Percent of Class Represented by Amount in Row (9)
 8.9%
- 12 Type of Reporting Person
 EP
-

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CUSIP No. None Page 3 of 6 Pages

1 Names of Reporting Persons
 I.R.S. Identification Nos. of above persons (entities only)
 Tina P. Johnson

2 Check the Appropriate Box if a Member of a Group
 (a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization
 United States

Number of	5 Sole Voting Power	69,232,457
Shares	6 Shared Voting Power	—
Beneficially	7 Sole Dispositive Power	—

Owned by
 Each
 Reporting Person 8 Shared Dispositive Power 69,232,457

With:

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 69,232,457

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 Not applicable.

11 Percent of Class Represented by Amount in Row (9)
 8.9%

12 Type of Reporting Person
 IN

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EXPLANATORY NOTE: This eighth amendment to the initial statement is being filed to reflect changes in the holdings of the Publix Super Markets, Inc. 401(k) SMART Plan ("SMART Plan") during 2013. The joint filing agreement of the reporting persons is attached as Exhibit 1.

- Item 1 (a). Name of Issuer:
Publix Super Markets, Inc.
- Item 1 (b). Address of Issuer's Principal Executive Offices:
3300 Publix Corporate Parkway, Lakeland, FL 33811
- Item 2 (a). Name of Person Filing:
Publix Super Markets, Inc. 401(k) SMART Plan
Tina P. Johnson
- Item 2 (b). Address of Principal Business Office or, if none, Residence:
3300 Publix Corporate Parkway, Lakeland, FL 33811
- Item 2 (c). Citizenship:
The Publix Super Markets, Inc. 401(k) SMART Plan was formed under Florida law.
Tina P. Johnson is a United States citizen.
- Item 2 (d). Title of Class of Securities:
Common Stock, Par Value \$1.00 Per Share
- Item 2 (e). CUSIP Number:
None
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- f. An employee benefit plan or endowment fund in accordance with
Rule 13d-1(b)(1)(ii)(F).
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Item 4. Ownership

Information regarding ownership of common stock of the issuer:

(a-b) Amount beneficially owned and percent of class:

Together the reporting persons are deemed to beneficially own an aggregate of 69,232,457 shares of the Company's common stock, representing an aggregate of approximately 8.9% of the total outstanding shares of the Company's common stock as follows:

As of December 31, 2013, the SMART Plan was the beneficial owner, as that term is defined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended, of a total of 69,232,457 shares of the Company's common stock or approximately 8.9% of the total outstanding shares of the Company's common stock.

Changes that have occurred in the total number of shares of the Company's common stock held by the SMART Plan since the filing of the seventh amendment to the initial statement are reflected in Schedule 1 attached hereto. All such changes have been in accordance with the terms of the SMART Plan.

In Tina Johnson's capacity as a trustee of the SMART Plan, Ms. Johnson is deemed to have sole voting and shared dispositive power over shares held by the SMART Plan. She is therefore deemed to be the beneficial owner of an aggregate of 69,232,457 shares of the Company's common stock or approximately 8.9% of the total outstanding shares of the Company's common stock.

c. Regarding the number of shares as to which each reporting person has:

- i. Sole power to vote or to direct the vote: see line 5 of the cover sheets.
- ii. Shared power to vote or to direct the vote: see line 6 of the cover sheets.
- iii. Sole power to dispose or to direct the disposition of: see line 7 of the cover sheets.
- iv. Shared power to dispose or to direct the disposition of: see line 8 of the cover sheets.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Participants in the SMART Plan have the right to direct the investment and disposition of the funds held in their plan accounts into and out of the Company's common stock through the Publix Stock Fund offered under the SMART Plan. Vested participants also have the right upon termination, pursuant to the terms of the SMART Plan, to elect an in-kind distribution of the Company's common stock to the extent of their holdings in the Publix Stock Fund. Accordingly, any dividends on the Company's common stock and the proceeds from the sale of the Company's common stock are credited to participants who have elected to invest in and/or dispose of such common stock.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

7. Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2014

Publix Super Markets, Inc.
401(k) SMART Plan

By: /s/ Tina P. Johnson
Tina P. Johnson
Trustee

By: Publix Super Markets, Inc.
Plan Administrator

By: /s/ Linda S. Kane
Linda S. Kane
Vice President Benefits
Administration and
Assistant Secretary

SCHEDULE 1

SHARES HELD BY PUBLIX SUPER MARKETS, INC.

401(k) SMART PLAN

Date	Shares Acquired	Shares Disposed of	Balance	Description of Transaction
			66,290,500	
			66,290,500	Beginning Balance
Jan-13		68,622	66,221,878	Distributions to participants
Feb-13		99,193	66,122,685	Distributions to participants
Mar-13	1,074,323		67,197,008	Company contribution
Mar-13	2,815,299		70,012,307	Purchases by participants
Mar-13		1,598,974	68,413,333	Redemptions by participants
Mar-13		70,074	68,343,259	Distributions to participants
Apr-13		60,433	68,282,826	Distributions to participants
May-13	751,088		69,033,914	Purchases by participants
May-13		818,913	68,215,001	Redemptions by participants
May-13		48,311	68,166,690	Distributions to participants
Jun-13		69,643	68,097,047	Distributions to participants
Jul-13		32,986	68,064,061	Distributions to participants
Aug-13	2,143,184		70,207,245	Purchases by participants
Aug-13		1,015,678	69,191,567	Redemptions by participants
Aug-13		89,978	69,101,589	Distributions to participants
Sep-13		78,854	69,022,735	Distributions to participants
Oct-13		59,066	68,963,669	Distributions to participants
Nov-13	1,250,400		70,214,069	Purchases by participants
Nov-13		968,553	69,245,516	Redemptions by participants
Nov-13		7,577	69,237,939	Distributions to participants
Dec-13		5,482	69,232,457	Distributions to participants
	8,034,294	5,092,337		