

HOLLIS MARK CLAYTON
Form 4
March 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLLIS MARK CLAYTON

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)
P.O. BOX 407

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

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

LAKELAND, FL 33802-0407

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/15/2013 | | J | V 6,220 D \$ 22.5 | 747,918 | I | By Trustee of Mother's GRAT |
| Common Stock | 02/26/2013 | | G | V 622 A \$ 22.5 | 881 | I | By Spouse |
| Common Stock | 02/26/2013 | | G | V 2,488 A \$ 22.5 | 251,792 | I | By Trustee For Children Trust |
| Common Stock | | | | | 257,460 | D | |

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| | | | |
|--------------|-------------|---|-----------------------------------|
| Common Stock | 1,692.0949 | I | By 401(k) (1) |
| Common Stock | 4,150 | I | By Custodian For Child |
| Common Stock | 52,457.4129 | I | By ESOP (2) |
| Common Stock | 298,317 | I | By Grantor Retained Annuity Trust |
| Common Stock | 66,006 | I | By Trustee of Brother's Trust |
| Common Stock | 135,000 | I | Spouse Irrev Trust |
| Common Stock | 90,879 | I | Spouse Trustee of Recp Trust |
| Common Stock | 754,138 | I | By Trustee of Father's GRAT |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| SERP Stock | (3) | 03/01/2013 | 03/01/2013 | A | 73.7767 | (3) | (3) | Common Stock | 73.7767 |

