

PUBLIX SUPER MARKETS INC
 Form 5
 February 07, 2011

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MCCLURG E VANE

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/25/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

P.O. BOX 407

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAKELAND, FL 33802-0407

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 07/26/2010 | Â | J | 183,821 D \$ 18.5 | 768,195 | I | By GRAT Trust ⁽¹⁾ |
| Common Stock | 07/26/2010 | Â | J | 183,821 A \$ 18.5 | 3,838,585 | D | Â |
| Common Stock | 08/31/2010 | Â | J | 542,000 D \$ 18.45 | 3,296,585 | D | Â |
| Common Stock | 08/31/2010 | Â | J | 542,000 A \$ 18.45 | 1,310,195 | I | By GRAT Trust ⁽¹⁾ |

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|---------|---|-------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 75,000 | I | By IRA |
| Common Stock | Â | Â | Â | Â | Â | Â | 502,510 | I | By Limited Partnership (2) |
| Common Stock | Â | Â | Â | Â | Â | Â | 50,000 | I | By Spouse |

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

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(9-02)

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. Price of Derivative Security (Instr. 5) | 9. of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCLURG E VANE P.O. BOX 407 LAKELAND, FL 33802-0407 | Â X | Â | Â | Â |

Signatures

/s/ Monica Allman, POA on file for E. Vane
McClurg
Date: 02/07/2011

__Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Excludes shares which are owned by a limited partnership in which the grantor retained annuity trust is a limited partner. These excluded shares are instead reported as owned indirectly through the limited partnership, with disclaimer for those shares owned by the limited

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partnership in which the reporting person does not have any pecuniary interest.

- The reported securities are held by a limited partnership of which the reporting person is both a general partner and a limited partner. The
- (2) reporting person disclaims beneficial ownership of the shares held by the limited partnership, except to the extent of his direct or indirect pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.