

HOLLIS MARK CLAYTON
Form 5
February 14, 2012

FORM 5

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

OMB APPROVAL

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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 *
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)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/30/2011

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

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)	(A) or (D)	Price	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)
Common Stock	01/14/2011	Â	G	5,232	A	\$ 19.85	244,160	I	By Trustee For Children Trust
Common Stock	01/14/2011	Â	G	1,308	A	\$ 19.85	132,973	I	By Spouse
Common Stock	03/01/2011	Â	J	35.8852	A	\$ 20.9	1,525.618	I	By 401(k) (1)

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Common Stock	03/01/2011	Â	J	916.9137	A	\$ 20.9	67,772.2458	I	By ESOP (2)
Common Stock	04/20/2011	Â	J	109,736	D	\$ 20.9	490,264	I	By Grantor Retained Annuity Trust
Common Stock	04/20/2011	Â	J	109,736	A	\$ 20.9	114,226	D	Â
Common Stock	04/22/2011	Â	J	104,736	D	\$ 20.9	9,490	D	Â
Common Stock	04/22/2011	Â	J	104,736	A	\$ 20.9	595,000	I	By Grantor Retained Annuity Trust
Common Stock	04/27/2011	Â	G	5,000	D	\$ 20.9	4,490	D	Â
Common Stock	08/01/2011	Â	J	36.6726	A	\$ 22.05	1,562.2906	I	By 401(k) (1)
Common Stock	11/29/2011	Â	G	66,006	A	\$ 20.2	70,496	D	Â
Common Stock	11/29/2011	Â	G	66,006	A	\$ 20.2	66,006	I	By Trustee of Brother's Trust
Common Stock	12/01/2011	Â	G	240	D	\$ 20.2	70,256	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	4,150	I	By Custodian For Child
Common Stock	Â	Â	Â	Â	Â	Â	841,716	I	By Trustee of Father's GRAT
Common Stock	Â	Â	Â	Â	Â	Â	841,716	I	By Trustee of Mother's GRAT

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

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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. Price of Derivative Security (Instr. 5)	9. Price of Underlying 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
HOLLIS MARK CLAYTON P.O. BOX 407 LAKELAND, FL 33802-0407	Â	Â	Â Vice President	Â

Signatures

/s/ Monica Allman, POA on file for Mark Clayton
Hollis, Jr

02/14/2012

__Signature of Reporting Person Date

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) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).
- (2) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).

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