### HAMADA ROBERT S Form 4 March 14, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 $|\_|$  Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting	Person*								
Hamada	Robert	S.							
(Last) University of Chicago 1101 E. 58th Street	(First)	(Middle)							
(Street)									
Chicago	IL	60637							
(City)	(State)	(Zip)							
2. Issuer Name and Ticker or Trading Symbol									
Fleming Companies, Inc. (FLM)									
3. I.R.S. Identification Number	of Reporting Person,	if an entity (voluntary)							
4. Statement for Month/Day/Year									
3/13/03									
5. If Amendment, Date of Origina	l (Month/Day/Year)								

<sup>6.</sup> Relationship of Reporting Person(s) to Issuer (Check all applicable)

		x  Director							
7.	Indi	vidual or Joint/G	roup Filing	_					
	x  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									
			2.	2A. Deemed		4. Securities Acquire Disposed of (D) (Instr. 3, 4 and			
1. Title of Security (Instr. 3)		action Date	-			(A) or	Price		
		ock \$2.50 par valu			D	4,440	D	*	
		ock \$2.50 par val	ue 3/13/03		A	5,000	Α	**	
Comm	on St	ock \$2.50 par val							

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	of T Deriv- a ative D	3. Trans-	ion Date if any	8)	or Disposed		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount or	
Derivative Security		Date								Number of
(Instr. 3)	ity 	уу)	уу)	Code V	(A)	(D)	cisable	Date	Title	Shares
									-=====	
Explanation	of Respo	nses:								
By: /s/ Del	ora Vick						3/14/0	3		
**Cia	naturo of	Poportin	a Porcon				Dato			

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

\*\*Signature of Reporting Person

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal

Date

Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

If space is insufficient, see Instruction 6 for procedure.

Page 2

#### CONFIRMING STATEMENT

This Statement confirms that the undersigned, Mark S. Hansen, has authorized and designated Carlos M. Hernandez, Kirsten Richesson or Debra Vick to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Fleming Companies, Inc. The authority of Carlos M. Hernandez, Kirsten Richesson or Debra Vick under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to his ownership of or transactions in securities of Fleming Companies, Inc., unless earlier revoked in writing. The undersigned acknowledges that Carlos M. Hernandez, Kirsten Richesson or Debra Vick are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: November 22, 2002 ROBERT S. HAMADA

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Robert S. Hamada