HAMADA ROBERT S Form 4/A November 05, 2002

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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 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).

Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		
Hamada, Robert S.	_	Fleming Companies, Inc. (FLM)				
(Last) (First) (Middle)	-					
1101 E. 58th Street	4.	Statement for Month/Day/Year	5.	<b>If Amendment, Da</b> ( <i>Month/Day/Year</i> )	te of Original	
(Street)		05/14/02		08/19/02		
		<b>Relationship of Reporting Person(s)</b> <b>to Issuer</b> ( <i>Check All Applicable</i> )	7.		<b>dividual or Joint/Group Filing</b> <i>'heck Applicable Line)</i>	
Chicago, IL 60637	-	X Director O 10% Owner		X	Form Filed by One Reporting Person	
(City) (State) (Zip)		<ul> <li>Officer (give title below)</li> <li>Other (specify below)</li> </ul>		0	Form Filed by More than One Reporting Person	

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Title of 2. Security (Instr. 3)	<b>Transaction</b> <b>Date</b> ( <i>Month/Day/Year</i> )	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities <i>A</i> Disposed o (Instr. 3, 4 o	f (D)	ed (A) or	5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(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, \$2.50 par value	5/14/02		A V	940	А	*	7,940	I	By Trust
							4,000	D	

#### Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\*These shares represent restricted stock awarded under the 1999 Stock Incentive Plan

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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 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	<b>Transaction</b> <b>Date</b> ( <i>Month/Day/Year</i> )		Deemed Execution 4. Date, if any (Month/Day/Year)	<b>Transaction 5.</b> <b>Code</b> ( <i>Instr. 8</i> )		A) or Disposed of (D)
					Code V	(A)	( <b>D</b> )
			_				
			_				_
			_				_
			F	Page 3			

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	<b>10.Ownership Form of</b> Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.Nature of Indirect Beneficial Ownershij (Instr. 4)
Date E Exercisable	Expiration Date	Title	Amount or Number of Shares				
(2)	(2)	Commo Stock	n 1,092.03		1,092.03	D	

#### **Explanation of Responses:**

(1) The reporting person elected to defer his compensation and convert it to Stock Equivalent Units pursuant to the Company's Director Deferred Compensation Plan. The reporting person received Stock Equivalent Units in lieu of cash compensation in several transactions ranging from 01/23/02 to 07/08/02.

(2) The cash value represented by the Stock Equivalent Units will be paid on January 1 of the first year in which the reporting person ceases to be a director, either in one lump sum payment or in annual installments for up to a ten-year period.

/s/ ROBERT S. HAMADA 11/01/02 Date

\*\*Signature of Reporting Person

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.