

BARNETT CAROL
Form 5
February 07, 2011

FORM 5

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
BARNETT CAROL

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

☒ 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	03/01/2010	Â	J	43.2277	A	\$ 17.35	1,453.4365	I	By Spouse's 401(k) <u>(1)</u> <u>(2)</u>
Common Stock	03/01/2010	Â	J	819.9691	A	\$ 17.35	251,728.9414	I	By Spouse's ESOP <u>(1)</u> <u>(3)</u>
Common Stock	07/13/2010	Â	J	8,186	D	\$ 18.5	1,013,740	I	By Spouse's Children's Trust <u>(1)</u>
Common Stock	08/02/2010	Â	J	36.2374	A	\$ 18.45	1,489.6739	I	By Spouse's 401(k) <u>(1)</u> <u>(2)</u>

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Common Stock	08/02/2010	Â	J	0.0276	A	\$ 18.45	1,489.7015	I	By Spouse's 401(k) <u>(1)</u> <u>(2)</u>
Common Stock	11/01/2010	Â	J	0.0181	A	\$ 19.85	1,489.7196	I	By Spouse's 401(k) <u>(1)</u> <u>(2)</u>
Common Stock	11/30/2010	Â	G	400,648	D	\$ 19.85	40,201,334	D	Â
Common Stock	11/30/2010	Â	G	1,007,557	D	\$ 19.85	39,193,777	D	Â
Common Stock	12/09/2010	Â	J	19,182	D	\$ 19.85	4,646,612	I	By Spouse's Grantor Retained Annuity Trust
Common Stock	12/09/2010	Â	J	19,182	A	\$ 19.85	39,212,959	D	Â
Common Stock	12/09/2010	Â	J	198,184	D	\$ 19.85	4,448,428	I	By Spouse's Grantor Retained Annuity Trust
Common Stock	12/09/2010	Â	J	198,184	A	\$ 19.85	39,411,143	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	7,555	I	As Custodian For Child
Common Stock	Â	Â	Â	Â	Â	Â	553,362	I	By Spouse <u>(1)</u>
Common Stock	Â	Â	Â	Â	Â	Â	712,146	I	By Spouse's Charitable Lead Annuity Trust <u>(1)</u>
Common Stock	Â	Â	Â	Â	Â	Â	948,923	I	By Spouse's Grandchildren Trust <u>(1)</u>

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	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 Securities (Instr. 5)
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of (D)
(Instr. 3,
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNETT CAROL P.O. BOX 407 LAKELAND, FL 33802-0407	X			

Signatures

/s/ Monica Allman, POA on file for Carol Barnett

02/07/2011

____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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).
- (3) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).

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.