

PUBLIX SUPER MARKETS INC
 Form 4
 May 03, 2013

FORM 4

**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).

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

(Print or Type Responses)

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)

(Last) (First) (Middle)
P.O. BOX 407
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2013

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

LAKELAND, FL 33802-0407
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/04/2013 | | J | | 332,417 | D | \$ 23.2 | 421,721 I | By Trustee of Father's GRAT |
| Common Stock | 04/04/2013 | | J | | 332,417 | A | \$ 23.2 | 332,417 I | By Personal Rep of Father's Estate |
| Common Stock | 04/04/2013 | | G | V | 340,083 | D | \$ 23.2 | 407,835 I | By Trustee of Mother's |

| | | | | | | | | GRAT | |
|--------------|------------|---|---|------------|---|---------|-------------|------|-----------------------------------|
| Common Stock | 04/29/2013 | J | V | 83,021 | D | \$ 23.2 | 174,439 | D | |
| Common Stock | 04/29/2013 | J | V | 83,021 | A | \$ 23.2 | 381,338 | I | By Grantor Retained Annuity Trust |
| Common Stock | 04/29/2013 | J | V | 340,083 | A | \$ 23.2 | 747,918 | I | By Trustee of Mother's GRAT |
| Common Stock | 05/01/2013 | I | | 1,692.0949 | D | \$ 26.9 | 0 | I | By 401(k) |
| Common Stock | | | | | | | 4,150 | I | By Custodian For Child |
| Common Stock | | | | | | | 52,457.4129 | I | By ESOP ⁽¹⁾ |
| Common Stock | | | | | | | 881 | I | By Spouse |
| Common Stock | | | | | | | 251,792 | I | By Trustee For Children Trust |
| Common Stock | | | | | | | 66,006 | I | By Trustee of Brother's Trust |
| Common Stock | | | | | | | 135,000 | I | Spouse Irrev Trust |
| Common Stock | | | | | | | 90,879 | I | Spouse Trustee of Recp Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| SERP Stock | (2) | | | | | (2) (2) | Common Stock 73.7767 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLLIS MARK CLAYTON P.O. BOX 407 LAKELAND, FL 33802-0407 | | | Vice President | |

Signatures

/s/ Monica Allman, POA on file for Mark Clayton
 Hollis, Jr 05/03/2013

__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. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).
 Each share of SERP stock is the economic equivalent of one share of common stock. The shares of SERP stock become payable in
- (2) common stock upon the reporting person's termination of employment in accordance with the Publix Super Markets, Inc. Supplemental Executive Retirement Plan.

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