

HOLLIS MARK CLAYTON
Form 5
January 29, 2010

FORM 5

**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).
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)
12/26/2009

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 03/02/2009 | Â | J | 1,208.033 A \$ 16.1 | 65,887.4351 | I | By ESOP (1) |
| Common Stock | 03/02/2009 | Â | J | 46.5839 A \$ 16.1 | 1,375.042 | I | By 401(k) (2) |
| Common Stock | 08/03/2009 | Â | J | 0.0535 A \$ 16.05 | 1,375.0955 | I | By 401(k) (2) |
| Common Stock | 08/03/2009 | Â | J | 35.1259 A \$ 16.05 | 1,410.2214 | I | By 401(k) (2) |
| | Â | Â | Â | Â Â Â | 609,735 | D | Â |

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| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|---------|---|--|-------------------------------|
| Common Stock | | | | | | | | | | |
| Common Stock | Â | Â | Â | Â | Â | Â | 4,150 | I | | By Custodian For Child |
| Common Stock | Â | Â | Â | Â | Â | Â | 132,281 | I | | By Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 229,936 | I | | By Trustee For Children Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 347,616 | I | | By Trustee Of Father's Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 347,616 | I | | By Trustee Of Mother's Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 494,100 | I | | By Trustee of Father's GRAT |
| Common Stock | Â | Â | Â | Â | Â | Â | 494,100 | I | | By Trustee of Mother's GRAT |

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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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. of D Se B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
| | | | | | (A) (D) | Date Exercisable Date | Title Amount or | | |

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

01/28/2010

__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).
- (2) Acquired under the Publix Super Markets, Inc. 401(k) SMART 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.