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GRIFFIN RONALD B
 Form 4
 August 19, 2002

 SEC 1474 POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTIONS OF INFORMATION
 (02-02) CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM
 DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

 FORM 4

 OMB APPROVAL

[] CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATIONS
 MAY CONTINUE. SEE
 INSTRUCTION 1(b).

OMB Number: 3235-0287
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--|----------|----------|---|------------------|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | 6. R |
| Griffin | Ronald | B. | Fleming Companies, Inc. (FLM) | t |
| (Last) | (First) | (Middle) | 3. IRS Identification | 4. Statement for |
| Fleming Companies, Inc. | | | Number of Reporting | Month/Year |
| 1945 Lakepointe Drive | | | Person, if an entity | 08/02 |
| | (Street) | | (voluntary) | 5. If Amendment, |
| Lewisville | TX | 75029 | | Date of Original |
| (City) | (State) | (Zip) | | (Month/Year) |
| | | | | 7. I |
| | | | | (|

 TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DIS

| | | | | |
|------------------------------------|---|---|---|---|
| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 3. Transac- tion Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of curities B cially Own End of Mon (Instr. 3 |
| | | Code | V Amount (A) or Price (D) | |

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| | | | | | | | |
|--------------------------------|--------|---|---|-------|---|---|--------|
| Common Stock, \$2.50 par value | 8/7/02 | A | V | 8,000 | A | * | 23,000 |
| Common Stock, \$2.50 par value | | | | | | | 103 |

*These shares represent restricted stock awarded under the 2002 Stock Incentive Plan

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (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) | 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. |
|--|--|--------------------------------------|--------------------------------|---|--|-----------------|
| | | | Code V (A) (D) | (A) (D) | Date Exercisable Date | Expiration Date |

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| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--|
|--|--|--|

Explanation of Responses:

/s/ Ronald B. Griffin

8-14-02

**Signature of Reporting Person

Date

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

* 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).

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