

PUBLIX SUPER MARKETS INC
 Form 4
 August 19, 2015

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 *
PHILLIPS DAVID P

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)
08/18/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

LAKELAND, FL 33802

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

(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 Following Reported Transaction(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	04/20/2015		J	V 40,729 D \$ 39.05	177,946	I	By GRAT
Common Stock	04/20/2015		J	V 40,729 A \$ 39.05	66,229	D	
Common Stock	04/20/2015		J	V 49,257 D \$ 39.05	128,689	I	By GRAT
Common Stock	04/20/2015		J	V 49,257 A \$ 39.05	49,257	I	By Spouse as Trustee for Irrevocable Trusts

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Common Stock	04/20/2015	W	V	23,332	A	\$ 39.05	72,589	I	By Spouse as Trustee for Irrevocable Trusts
Common Stock	07/09/2015	J	V	39,858	D	\$ 42.1	88,831	I	By GRAT
Common Stock	07/09/2015	J	V	39,858	A	\$ 42.1	106,087	D	
Common Stock	08/18/2015	P		10,000	A	\$ 42	116,087	D	
Common Stock	08/18/2015	J	V	7,000	D	\$ 42	7,000	I	By Custodian For Children ⁽¹⁾
Common Stock	08/18/2015	J	V	7,000	A	\$ 42	7,000	I	By Child ⁽¹⁾
Common Stock							1,830.4545	I	By 401(k) ⁽²⁾
Common Stock							66,060.5151	I	By ESOP ⁽³⁾
Common Stock							17,025	I	By IRA

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)

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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(4)	(4)		7,427.6732

SERP
Stock

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS DAVID P P.O. BOX 407 LAKELAND, FL 33802			Chief Financial Officer	

Signatures

/s/ Monica Allman, POA on file for David Phillips	08/19/2015
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Represents a transfer of shares to a child under the Uniform Transfers to Minors Act.
- (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).
- (4) Each share of SERP stock is the economic equivalent of one share of common stock. The shares of SERP stock become payable in 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.