

PUBLIX SUPER MARKETS INC  
Form SC 13G/A  
February 13, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 16)\***

Publix Super Markets, Inc.

(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share

(Title of Class of Securities)

None

(CUSIP Number)

December 31, 2008

(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Page 1 of 5

CUSIP No. None

**1** Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

**Publix Super Markets, Inc. Employee Stock Ownership Plan**

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3** SEC Use Only

**4** Citizenship or Place of Organization

Florida

**5** Sole Voting Power

Number of

0

Shares

**6** Shared Voting Power

Beneficially

Owned By

246,847,069

Each

**7** Sole Dispositive Power

Reporting

Person

0

**8** Shared Dispositive Power

With:

246,847,069

**9** Aggregate Amount Beneficially Owned by Each Reporting Person

246,847,069

**10** Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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Not applicable.

**11** Percent of Class Represented by Amount in Row (9)

31.2%

**12** Type of Reporting Person

EP

SCHEDULE 13G

CUSIP No. None

Page 3 of 5 Pages

- Item 1 (a). Name of Issuer:  
Publix Super Markets, Inc.
- Item 1 (b). Address of Issuer's Principal Executive Offices:  
3300 Publix Corporate Parkway, Lakeland, FL 33811
- Item 2 (a). Name of Person Filing:  
Publix Super Markets, Inc. Employee Stock Ownership Plan
- Item 2 (b). Address of Principal Business Office or, if none, Residence:  
3300 Publix Corporate Parkway, Lakeland, FL 33811
- Item 2 (c). Citizenship:  
Florida
- Item 2 (d). Title of Class of Securities:  
Common Stock, Par Value \$1.00 Per Share
- Item 2 (e). CUSIP Number:  
None
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- f.  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

## SCHEDULE 13G

CUSIP No. NonePage 4 of 5 Pages**Item 4. Ownership**

Information regarding ownership of common stock of the issuer:

(a) Amount beneficially owned:

246,847,069

(b) Percent of class:

31.2%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

246,847,069

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

246,847,069

As of December 31, 2008, the Publix Super Markets, Inc. Employee Stock Ownership Plan ( ESOP ) was the beneficial owner, as that term is defined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended, of a total of 246,847,069 shares of the Company s common stock or approximately 31.2% of the total outstanding shares of the Company s common stock.

Changes that have occurred in the total number of shares of the Company s common stock held by the ESOP since the filing of the fifteenth amendment to the initial statement are reflected in Schedule 1 attached hereto. All such changes have been in accordance with the terms of the ESOP.

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Dividends paid on the Company s common stock and attributable to shares allocated to ESOP participants accounts may be distributed to such participants as directed by Publix Super Markets, Inc. in accordance with the terms of the Publix Super Markets, Inc. Employee Stock Ownership Trust.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SCHEDULE 13G

CUSIP No. None

Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2009

/s/ Hoyt R. Barnett  
Hoyt R. Barnett, Trustee  
Publix Super Markets, Inc.  
Employee Stock Ownership Plan

## SCHEDULE 1

## SHARES HELD BY PUBLIX SUPER MARKETS, INC.

## EMPLOYEE STOCK OWNERSHIP PLAN

Date	Shares Acquired	Shares Disposed of	Balance	Description of Transaction
			254,071,068	<b>Beginning Balance</b>
Jan-08		523,849	253,547,219	Distributions to participants
Feb-08		4,245,569	249,301,650	Distributions to participants
Mar-08	15,930		249,317,580	Special Company contribution
Mar-08	11,023,570		260,341,150	Company contribution - Publix Super Markets, Inc.
Mar-08	225,659		260,566,809	Company contribution - Publix Alabama, LLC; Publix Asset Management Company
Mar-08		2,335,327	258,231,482	Distributions to participants
Apr-08	714		258,232,196	Prior year voided distributions
May-08		1,367,617	256,864,579	Distributions to participants
Jun-08		3,727,686	253,136,893	Distributions to participants
Jul-08		552	253,136,341	Distributions to participants
Aug-08		1,858,575	251,277,766	Distributions to participants
Sep-08		1,851,478	249,426,288	Distributions to participants
Oct-08		14,025	249,412,263	Distributions to participants
Nov-08		1,612,002	247,800,261	Distributions to participants
Dec-08		1,091,486	246,708,775	Distributions to participants
Dec-08	5		246,708,780	Prior year voided distributions
Dec-08	138,289		246,847,069	Purchase
	11,404,167	18,628,166		