

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. 3)*

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.

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1 Names of Reporting Persons

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

Publix Super Markets, Inc. 401(k) SMART 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

51,925,092

Shares

6 Shared Voting Power

Beneficially

Owned By

0

Each

7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With:

51,925,092

9 Aggregate Amount Beneficially Owned by Each Reporting Person

51,925,092

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

..

Not applicable.

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

6.6%

12 Type of Reporting Person

EP

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- 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. 401(k) SMART 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).

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

Information regarding ownership of common stock of the issuer:

(a) Amount beneficially owned:

51,925,092

(b) Percent of class:

6.6%

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

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

51,925,092

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

0

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

0

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

51,925,092

As of December 31, 2008, the Publix Super Markets, Inc. 401(k) SMART Plan (SMART Plan) 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 51,925,092 shares of the Company s common stock or approximately 6.6% 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 SMART Plan since the filing of the second amendment to the initial statement are reflected in Schedule 1 attached hereto. All such changes have been in accordance with the terms of the SMART Plan.

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

Participants in the Publix Super Markets, Inc. 401(k) SMART Plan have the right to direct the investment and disposition of the funds held in their plan accounts into and out of the Company s common stock through the Publix Stock Fund offered under the plan. Vested participants also have the right upon termination, pursuant to the terms of the plan, to elect an in-kind distribution of the Company s common stock to the extent of their holdings in the Publix Stock Fund. Accordingly, any dividends on the Company s common stock and the proceeds from the sale of the Company s common stock are credited to participants who have elected to invest in and/or dispose of such common stock.

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.

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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

Publix Super Markets, Inc.

401(k) SMART Plan

By: Publix Super Markets, Inc.
Plan Administrator

By: /s/ Linda S. Kane
Linda S. Kane
Vice President Benefits
Administration and
Assistant Secretary

SCHEDULE 1

SHARES HELD BY PUBLIX SUPER MARKETS, INC.

401(k) SMART PLAN

| Date | Shares Acquired | Shares Disposed of | Balance | Description of Transaction |
|--------|--------------------|--------------------------|-------------------|-------------------------------|
| | | | 49,765,483 | Beginning Balance |
| Feb-08 | | 175,631 | 49,589,852 | Distributions to participants |
| Mar-08 | 965,563 | | 50,555,415 | Company contribution |
| Mar-08 | 1,696,763 | | 52,252,178 | Purchases by participants |
| Mar-08 | | 1,642,311 | 50,609,867 | Redemptions by participants |
| Mar-08 | | 51,136 | 50,558,731 | Distributions to participants |
| Apr-08 | 2,201 | | 50,560,932 | Purchases by participants |
| Apr-08 | | 12,920 | 50,548,012 | Distributions to participants |
| May-08 | 796,070 | | 51,344,082 | Purchases by participants |
| May-08 | | 743,570 | 50,600,512 | Redemptions by participants |
| May-08 | | 38,114 | 50,562,398 | Distributions to participants |
| Jun-08 | | 7,812 | 50,554,586 | Distributions to participants |
| Jul-08 | | 19,357 | 50,535,229 | Distributions to participants |
| Aug-08 | 2,378,663 | | 52,913,892 | Purchases by participants |
| Aug-08 | | 1,301,396 | 51,612,496 | Redemptions by participants |
| Aug-08 | | 33,258 | 51,579,238 | Distributions to participants |
| Sep-08 | | 34,815 | 51,544,423 | Distributions to participants |
| Oct-08 | | 14,404 | 51,530,019 | Distributions to participants |
| Nov-08 | 1,515,005 | | 53,045,024 | Purchases by participants |
| Nov-08 | | 1,111,962 | 51,933,062 | Redemptions by participants |
| Nov-08 | | 7,127 | 51,925,935 | Distributions to participants |
| Dec-08 | | 843 | 51,925,092 | Distributions to participants |
| | 7,354,265 | 5,194,656 | | |