

PUBLIX SUPER MARKETS INC
Form SC 13G/A
February 13, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 20)*

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, 2013

(Date of Event which Requires Filing of this Statement)

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

SCHEDULE 13G

CUSIP No. None Page 2 of 5 Pages

- 1 Names of Reporting Persons
- I.R.S. Identification Nos. of above persons (entities only)
 Carol J. Barnett
- 2 Check the Appropriate Box if a Member of a Group
 (a) (b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization
 United States
- | | | |
|--------------|--------------------------|------------|
| Number of | 5 Sole Voting Power | 37,289,732 |
| Shares | 6 Shared Voting Power | 37,459 |
| Beneficially | 7 Sole Dispositive Power | 37,289,732 |
- Owned by
 Each
 Reporting Person 8 Shared Dispositive Power 37,459
- With:
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person
 38,647,068
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares X
- The Aggregate Amount in Row (9) excludes certain shares beneficially owned by Carol J. Barnett's husband, Hoyt R. Barnett, as to which Carol J. Barnett disclaims beneficial ownership.
- 11 Percent of Class Represented by Amount in Row (9)
 5.0%
- 12 Type of Reporting Person
 IN
-

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:
Carol J. Barnett
 - Item 2 (b). Address of Principal Business Office or, if none, Residence:
3300 Publix Corporate Parkway, Lakeland, FL 33811
 - Item 2 (c). Citizenship:
United States
 - 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 is
a:
None
-

SCHEDULE 13G

CUSIP No. None Page 4 of 5 Pages

Item 4. Ownership

Information regarding ownership of common stock of the issuer:

(a) Amount beneficially owned: 38,647,068

(b) Percent of class: 5.0%

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

(i) Sole power to vote or to direct the vote: 37,289,732

(ii) Shared power to vote or to direct the vote: 37,459

(iii) Sole power to dispose or to direct the disposition of: 37,289,732

(iv) Shared power to dispose or to direct the disposition of: 37,459

As of December 31, 2013, Carol J. Barnett was the beneficial owner, as that term is defined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended, (the "Act") of a total of 38,647,068 shares of the Company's common stock, or approximately 5.0% of the total outstanding shares of the Company's common stock. Changes that occurred on or prior to such date and since the filing of the nineteenth amendment to the initial statement are reflected on Schedule 1 attached hereto.

Total shares beneficially owned as of December 31, 2013, include 1,319,877 shares of the Company's common stock which are held in a Grantor Retained Annuity Trust ("GRAT"). The 2012 change in the GRAT's trustee resulted in Carol J. Barnett having no voting or investment power; however, Carol J. Barnett retained beneficial ownership in the GRAT.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

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

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

7. 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 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 13, 2014

By: /s/ Carol J. Barnett
Carol J. Barnett

SCHEDULE 1

SHARES OWNED BY CAROL J. BARNETT

Date	Shares Acquired	Shares Disposed of	Price (if applicable)	Description of Transaction
Mar-13		5,603		Gifts
Nov-13		403,355		Gifts