

PUBLIX SUPER MARKETS INC
 Form 5
 January 29, 2016

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BARNETT HOYT R

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/26/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman

P.O. BOX 407
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

LAKELAND, FL 33802

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) | (A) or (D) | Amount or Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------------|--|--|---|
| Common Stock | 03/26/2015 | Â | G | 2,304 | A | \$ 39.05 | 43,576 | I | By Son |
| Common Stock | 03/26/2015 | Â | G | 2,304 | D | \$ 39.05 | 27,890,038 | I | By Spouse ⁽¹⁾ |
| Common Stock | 03/26/2015 | Â | G | 2,304 | D | \$ 39.05 | 27,887,734 | I | By Spouse ⁽¹⁾ |
| Common Stock | 06/08/2015 | Â | J | 1,214,782 | A | \$ 42.1 | 29,102,516 | I | By Spouse ⁽¹⁾ |
| | 06/08/2015 | Â | J | 1,214,782 | D | \$ 42.1 | 9,221,724 | I | |

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| | | | | | | | | | |
|--------------|------------|---|---|-----------------------|---|---------|--------------|---|---------------------------------|
| Common Stock | | | | | | | | | By Spouse's GRAT ⁽¹⁾ |
| Common Stock | 07/13/2015 | Â | J | 98,914 | D | \$ 42.1 | 914,826 | I | By Children's Trust |
| Common Stock | 11/25/2015 | Â | J | 92,917 | D | \$ 41.8 | 9,128,807 | I | By Spouse's GRAT ⁽¹⁾ |
| Common Stock | 11/25/2015 | Â | J | 92,917 | A | \$ 41.8 | 29,195,433 | I | By Spouse ⁽¹⁾ |
| Common Stock | 11/30/2015 | Â | G | 669 | A | \$ 41.8 | 44,245 | I | By Son |
| Common Stock | 11/30/2015 | Â | G | 291,015 | D | \$ 41.8 | 28,904,418 | I | By Spouse ⁽¹⁾ |
| Common Stock | 12/01/2015 | Â | J | 712,146 | A | \$ 41.8 | 1,626,972 | I | By Children's Trust |
| Common Stock | 12/01/2015 | Â | J | 712,146 | D | \$ 41.8 | 0 | I | By Spouse's CLAT ⁽¹⁾ |
| Common Stock | 12/11/2015 | Â | G | 669 | D | \$ 41.8 | 28,903,749 | I | By Spouse ⁽¹⁾ |
| Common Stock | 12/17/2015 | Â | J | 97,538 | D | \$ 41.8 | 1,529,434 | I | By Children's Trust |
| Common Stock | 12/18/2015 | Â | J | 1,529,434 | D | \$ 41.8 | 0 | I | By Children's Trust |
| Common Stock | 12/21/2015 | Â | J | 44,245 ⁽²⁾ | D | \$ 41.8 | 0 | I | By Son |
| Common Stock | Â | Â | Â | Â | Â | Â | 553,362 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,839.1327 | I | By 401(k) ⁽³⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 254,904.1203 | I | By ESOP ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 948,923 | I | By Grandchildren's Trust |

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. of D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|---------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|---------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | (Instr. 5) |
|------------|------------------------------------|---------------------|--------------------|---|--|------------|------------|
| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|-------------------------------------|--------------------------|--------------------------|---------------|
| | Director | 10% Owner | Officer | Other |
| BARNETT HOYT R P.O. BOX 407 LAKELAND, FL 33802 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Vice Chairman |

Signatures

/s/ Monica Allman POA on file for Hoyt R. 01/29/2016
 Barnett

**Signature of Reporting Person Date

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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) This reporting person no longer has a reportable beneficial interest in these shares owned by his/her child and included in the reporting person's prior ownership reports.
- (3) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).
- (4) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).

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