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FLEMING COMPANIES INC /OK/

Form 3

February 28, 2003

		OMB APPROVAL				
		OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response0.5				
UNITED STA	ATES SECURITIES AND E					
	FORM 3					
INITIAL STATEM	MENT OF BENEFICIAL OV	NERSHIP OF SECURITIES				
Section 17(a) of th	ne Public Utility Hol	curities Exchange Act of 1934, ding Company Act of 1935 or Company Act of 1940				
(Print of Type Responses)						
1. Name and Address of F	Reporting Person*					
Mott 	Randall	D.				
(Last) Dell Computer One Dell Way, Mail Stop 80	(First)	(Middle)				
	(Street)					
Round Rock	TX	78682				
(City)	(State)	(Zip)				
2. Date of Event Requiri	ng Statement (Month)	Day/Year)				
2/21/03						
3. I.R.S. Identification	n Number of Reporting	g Person, if an entity (voluntary)				
4. Issuer Name and Ticke	er or Trading Symbol					
	TLM)					
Fleming Companies, Inc. (F		lationship of Reporting Person(s) to Issuer heck all applicable)				
Fleming Companies, Inc. (Fleming Companies), Inc. (Fleming Co	rting Person(s) to Is	ssuer				

^{6.} If Amendment, Date of Original (Month/Day/Year)

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7. Individual or Joint/Group Filing	(Check Applicable line)		
x Form filed by One Reporting	g Person		
$ _ $ Form filed by More than One	e Reporting Person		
		=======	
Table I Non-Derivativ	ve Securities Beneficially		
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature
Common Stock \$2.50 par value	1,825	D	
FORM 3 (continued)			
Table II Derivative Securities Ber (e.g., puts, calls, warra	neficially Owned ants, options, convertible	securities)	
		=======================================	

3. Title and Amount of Securities Underlying Derivative Security

2. Date Exercisable (Instr. 4)
and Expiration Date

4. Conve

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	Title of Derivative Security (Instr. 4)	(Month/Day/Year)			Amount	sion	
		Date Exer-	Expira- tion	Title	or Number of Shares	Exerc Price Deriv Secur	
==:							
	· 1					C' ' 1 1 1	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Explanation of Responses:

RANDALL D. MOTT	2/27/03
**Signature of Reporting Person	Date

- * If the form is filed by more than one reporting person, see Instruction $5\,(b)\,(v)\,.$
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.