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FLEMING COMPANIES INC /OK/

Form 8-K

June 13, 2003

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): June 13, 2003

FLEMING COMPANIES, INC.  
(Exact name of Registrant as specified in its charter)

OKLAHOMA  
(State of incorporation  
or organization)

1-8140  
(Commission file number)

48-0222760  
(I.R.S. employer identificati

1945 LAKEPOINTE DRIVE  
LEWISVILLE, TEXAS  
(Address of principal executive offices)

75057  
(Zip code)

Registrant's telephone number, including area code: (972) 906-8000

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ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE.

On June 13, 2003, Fleming Companies, Inc. (the "Company") issued a press release announcing key strategic initiatives with respect to the Company, including initiatives for its core grocery wholesale business and its separate Core-Mark subsidiary. The Company announced that it will continue its operational improvement initiatives in both its core grocery wholesale business and its separate Core-Mark subsidiary while also exploring strategic sale opportunities in response to inquiries from potential buyers. The Company also announced that the Company has decided to discontinue operations at and close the following three grocery wholesale divisions: Geneva, Alabama; Lafayette,

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Louisiana; and Superior, Wisconsin. The selected divisions are scheduled to discontinue operations by the end of July 2003.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the exhibit referenced below and the information set forth therein are deemed to have been furnished pursuant to Item 9 hereof and shall not be deemed to have been "filed" under the Securities Exchange Act of 1934.

(c) EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
99.1	-- Press release dated June 13, 2003.

ITEM 9. REGULATION FD DISCLOSURE.

On June 13, 2003, the Company issued a press release announcing the matters referenced in Item 5 hereof. A copy of such press releases is furnished as an exhibit to this Current Report. Pursuant to the rules and regulations of the Securities and Exchange Commission, such press release and the information set forth therein is deemed to have been furnished pursuant to this Item 9 and shall not be deemed to have been "filed" under the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLEMING COMPANIES, INC.

Date: June 13, 2003

By: /s/ EDWARD J. STENGER

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Edward J. Stenger  
Chief Restructuring Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	-- Press release dated June 13, 2003.