

MURPHY KEVIN S
Form 5
January 30, 2019

FORM 5

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

OMB APPROVAL

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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 *
MURPHY KEVIN S

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)
12/31/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

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 33802-0407

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) | 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 | ^ | ^ | ^ | ^ | ^ | ^ | 10,300 ⁽¹⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 0 ⁽²⁾ | I | By Spouse |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 0 ⁽²⁾ | I | By Spouse's ESOP |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,060.9329 ⁽³⁾ | I | By 401(k) |

| | | | | | | | | | | | |
|-----------------|---|--|---|--|---|---|---|---|---------------------------|---|---------|
| Common Stock | ^ | | ^ | | ^ | ^ | ^ | ^ | 22,435.8446 <u>(4)</u> | I | By ESOP |
|-----------------|---|--|---|--|---|---|---|---|---------------------------|---|---------|

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.

SEC 2270
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount of |
| | | | | | | | Number of Shares |
| SERP Stock | ^ | 03/01/2018 | ^ | A | 392.0503 | ^ ^ (5) ^ (5) | Common Stock 392.05 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| MURPHY KEVIN S P.O. BOX 407 LAKELAND, FL 33802-0407 | ^ | ^ | ^ | Senior Vice President ^ |

Signatures

| | |
|---|------------|
| /s/ Monica Allman, POA on file for Kevin Murphy | 01/30/2019 |
| **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) Since the date of the reporting person's last ownership report, he transferred 5,619 shares to his ex-spouse pursuant to a domestic relations order. The reporting person no longer reports as beneficially owning any securities owned by his ex-spouse.
 - (2) Since the date of the reporting person's last ownership report, the reporting person no longer reports as beneficially owning any securities owned by his ex-spouse.

Since the date of the reporting person's last ownership report, he transferred 900.8865 shares to his ex-spouse pursuant to a domestic relations order. The reporting person no longer reports as beneficially owning any securities owned by his ex-spouse. In addition, there were shares acquired under the Publix Super Markets, Inc. 401(k) SMART Plan, this transaction is exempt under rule 16b-3(c).
 - (4) Since the date of the reporting person's last ownership report, he transferred 5,224.4662 shares to his ex-spouse pursuant to a domestic relations order. The reporting person no longer reports as beneficially owning any securities owned by his ex-spouse. In addition, there were shares acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan, this transaction is exempt under rule 16b-3(c).

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Each share of SERP stock is the economic equivalent of one share of common stock. The shares of SERP stock become payable in
(5) common stock upon the reporting person's termination of employment in accordance with the Publix Super Markets, Inc. Supplemental Executive Retirement Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.