

LAHOWCHIC NICHOLAS

Form 4

April 04, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAHOWCHIC NICHOLAS

(Last) (First) (Middle)

C/O EXPRESS SCRIPTS,
INC., ONE EXPRESS WAY

(Street)

ST. LOUIS, MO 63121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EXPRESS SCRIPTS INC [ESRX]

3. Date of Earliest Transaction
(Month/Day/Year)

04/02/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/02/2012		D(1)		26,893	D	11 0

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
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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 17.9675	04/02/2012		D ⁽¹⁾		6,246		⁽²⁾	05/24/2013	Express Scripts, Inc. Common Stock	6,246
Stock Appreciation Right	\$ 24.64	04/02/2012		D ⁽¹⁾		16,968		⁽²⁾	05/23/2014	Express Scripts, Inc. Common Stock	16,968
Non-Qualified Stock Option (Right-to-Buy)	\$ 35.845	04/02/2012		D ⁽¹⁾		12,694		⁽³⁾	05/28/2015	Express Scripts, Inc. Common Stock	12,694
Non-Qualified Stock Option (Right-to-Buy)	\$ 30.83	04/02/2012		D ⁽¹⁾		13,128		⁽⁴⁾	05/27/2016	Express Scripts, Inc. Common Stock	13,128
Non-Qualified Stock Option (Right-to-Buy)	\$ 51.245	04/02/2012		D ⁽¹⁾		8,042		⁽⁵⁾	05/05/2017	Express Scripts, Inc. Common Stock	8,042
Non-Qualified Stock Option (Right-to-Buy)	\$ 57.59	04/02/2012		D ⁽¹⁾		7,466		⁽⁶⁾	05/04/2018	Express Scripts, Inc. Common Stock	7,466

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LAHOWCHIC NICHOLAS
C/O EXPRESS SCRIPTS, INC.
ONE EXPRESS WAY
ST. LOUIS, MO 63121

X

Signatures

Nicholas
LaHowchic

04/02/2012

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) Common stock and derivative securities of the Issuer were disposed pursuant to the Agreement and Plan of Merger, dated as of July 20, 2011, as amended on November 7, 2011, by and among the Issuer, Medco Health Solutions, Inc., Express Scripts Holding Company (then named Aristotle Holding, Inc.), Aristotle Merger Sub, Inc., and Plato Merger Sub, Inc. (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger Agreement, the Issuer became a wholly owned subsidiary of Express Scripts Holding Company, and each share of common stock of the Issuer was converted into one share of common stock of Express Scripts Holding Company. Derivative securities relating to the common stock of the Issuer were converted into derivative securities relating to an equal number of shares of common stock of Express Scripts Holding Company with substantially the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (2) Vests in three (3) equal installments of the first three (3) anniversaries of the grant date.
- (3) Vests in three (3) equal installments on May 1, 2009, May 1, 2010, and May 1, 2011.
- (4) Vests in three (3) equal installments on May 1, 2010, May 1, 2011, and May 1, 2012.
- (5) Vests in three (3) equal installments on May 1, 2011, May 1, 2012, and May 1, 2013.
- (6) Vests in three (3) equal installments on May 1, 2012, May 1, 2013, and May 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space 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. ">2007 363,055 52,655 22,608(2) 438,318 2006 315,700 65,108 25,118(2) 405,926

- (1) Amounts in this column include incentive bonus plan payments earned in the applicable year but paid in the subsequent year.
- (2) Amounts represent the Company's contributions to the ESOP and 401(k) Plan.
- (3) Amount represents a relocation bonus of \$143,902 and a bonus for the cost of COBRA health insurance coverage of \$1,181.

EXECUTIVE COMPENSATION (Continued)Grants of Plan-Based Awards

Name	Grant Date	Actual Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards (\$/Sh)
		Threshold (\$)	Target (\$)	Max (\$)	Threshold (#)	Target (#)	Max (#)			
Charles H. Jenkins, Jr. Chief Executive Officer and Director	2007		\$ 124,742							
	2006		151,767							
William E. Crenshaw President and Director	2007		95,313							
	2006		121,709							
David P. Phillips Chief Financial Officer and Treasurer	2007		78,743							
	2006		97,366							
Laurie Z. Douglas Senior Vice President and Chief Information Officer	2007		67,535							
	2006		89,814							
John A. Attaway, Jr. Senior Vice President, General Counsel and Secretary	2007		52,655							
	2006		65,108							

(1) Amounts in this column include incentive bonus plan payments earned in the applicable year but paid in the subsequent year. These incentive bonus plan payments are the same payments disclosed in the Summary Compensation Table as Non-Equity Incentive Plan Compensation.

The Company does not have any stock or option award plans that are applicable for inclusion in this table.

Outstanding Equity Awards

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
	Exercisable	Unexercisable							

Explanation of Responses:

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The Company does not have any stock or option award plans so this table is not applicable.

EXECUTIVE COMPENSATION (Continued)Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares			
	Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)

The Company does not have any stock or option award plans so this table is not applicable.

Pension Benefits

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)

The Company does not have any pension benefits so this table is not applicable.

Nonqualified Deferred Compensation

Name	Executive Contributions in Last Fiscal Year (\$)	Registrant Contributions in Last Fiscal Year (\$)	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last Fiscal Year End (\$)

The Company does not have any deferred compensation plans so this table is not applicable.

COMPENSATION COMMITTEE REPORT

The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis with management. Based on this review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

This report is submitted by the following members of the Compensation Committee at the end of 2007: Joan G. Buccino, Sherrill W. Hudson and Kelly E. Norton, Chairman.

NON-EMPLOYEE DIRECTOR COMPENSATION

During 2007, non-employee directors received a quarterly retainer of \$11,250 for serving on the Board of Directors, members of the Audit Committee received a quarterly retainer of \$2,500 for serving on the Audit Committee and members of the Corporate Governance Committee received a quarterly retainer of \$1,250 for serving on the Corporate Governance Committee. No fees are paid for attendance at Committee meetings. The Company pays for travel and lodging expenses for directors in connection with their attendance at various meetings. From time to time, the Company may transport directors to and from such meetings in a Company airplane.

The Company has a Non-Employee Directors Stock Purchase Plan for the benefit of eligible directors. Under the plan, eligible non-employee directors may purchase shares of the Company's common stock at the current fair market value during specific time periods subject to certain limitations. The provisions of this plan are generally the same as the provisions of the Company's Employee Stock Purchase Plan.

The following table summarizes non-employee director compensation for 2007. Directors that are employees of the Company do not receive additional compensation for service on the Board of Directors or as members of any of its committees.

Non-Employee Director Compensation

Name	Fees Earned or Paid in Cash	Stock Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Carol Jenkins Barnett	\$ 45,000					\$ 45,000
Joan G. Buccino	60,000					60,000
Sherrill W. Hudson	55,000					55,000
Howard M. Jenkins	45,000					45,000
E. Vane McClurg	50,000					50,000
Kelly E. Norton	60,000					60,000
Maria A. Sastre	50,000					50,000

AUDIT COMMITTEE REPORT

Management is responsible for the Company's internal controls and the financial reporting process. The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements and an audit of the Company's internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). The Audit Committee monitors and oversees these processes as described in the Audit Committee charter.

The Audit Committee reviewed and discussed with management and the Company's independent registered public accounting firm the Company's audited consolidated financial statements for the fiscal year ended December 29, 2007. The Audit Committee also discussed with the Company's independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 114, "The Auditor's Communication With Those Charged With Governance." The Audit Committee received the written disclosures from the Company's independent registered public accounting firm required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees," and discussed with the independent registered public accounting firm its independence.

Based upon the review and discussions referred to in the preceding paragraph, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2007 for filing with the Securities and Exchange Commission.

This report is submitted by the following members of the Audit Committee at the end of 2007: Joan G. Buccino, Sherrill W. Hudson, Chairman and Kelly E. Norton.

RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

The firm of KPMG LLP was the Company's independent registered public accounting firm during 2007. The Audit Committee will make its recommendation to the Board of Directors as to the Company's independent registered public accounting firm for 2008 later this year.

Representatives of KPMG LLP will be present at the Annual Meeting of Stockholders with an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

The fees of the Company's independent registered public accounting firm, KPMG LLP, for the indicated services performed for the fiscal years ended December 29, 2007 and December 30, 2006 were as follows:

<i>Amounts are in thousands</i>	2007	2006
Audit fees (1)	\$ 1,232	1,252
Audit-related fees (2)		33
Tax fees (3)		26
	\$ 1,232	1,311

- (1) Fees for audit services include fees associated with the annual audit of the Company's financial statements, annual audit of the Company's internal control over financial reporting and reviews of the Company's quarterly financial statements.
- (2) Fees for audit-related services include fees associated with the annual audit of employee benefit plans for the 2005 plan year.
- (3) Fees for tax services include fees associated with tax compliance, tax advice and tax planning.

The Audit Committee has reviewed and discussed the fees of KPMG LLP during the last fiscal year for audit and non-audit services and has determined that the provision of the non-audit services are compatible with the firm's independence.

Under its charter and in accordance with the Audit Committee Pre-Approval Policy, the Audit Committee must pre-approve all engagements of the Company's independent registered public accounting firm. The Audit Committee Pre-Approval Policy provides that the Audit Committee is required to pre-approve all audit and non-audit services performed by the independent registered public accounting firm in order to assure that the provision of such services will not impair its independence. The Audit Committee has delegated to the Chairman of the Audit Committee the authority to evaluate and approve engagements on behalf of the Audit Committee in the event that the need for pre-approval arises between Audit Committee meetings. If the Chairman approves any such engagements, he will report that approval to the Audit Committee at its next meeting. During 2007, each new engagement of the independent registered public accounting firm was approved in accordance with the policy.

PERFORMANCE GRAPH

The following performance graph sets forth the Company's cumulative total stockholder return during the five years ended December 29, 2007, compared to the cumulative total return on the S&P 500 Index and a custom Peer Group Index including retail food supermarket companies⁽¹⁾. The Peer Group Index is weighted based on the various companies' market capitalization. The comparison assumes \$100 was invested at the end of 2002 in the Company's common stock and in each of the related indices and assumes reinvestment of dividends.

The Company's common stock is valued as of the end of each fiscal quarter. After the end of a quarter, however, shares continue to be traded at the prior valuation until the new valuation is received. The cumulative total return for the companies represented in the S&P 500 Index and the custom Peer Group Index is based on those companies' calendar year end trading prices. Traditionally the Company included two performance graphs in its Proxy Statement, one based on the fiscal year end valuation (appraised value as of March 1, 2008) and one based on the fiscal year end trading price (appraised value as of the prior fiscal quarter). The Securities and Exchange Commission now requires that the performance graph be included as part of Item 5 of a company's Form 10-K. The performance graph on page 12 of the Company's 2007 Annual Report on Form 10-K is based on the Company's fiscal year end trading price. However, because the Company's fiscal year end valuation of the Company's shares is effective after the date its Annual Report on Form 10-K was filed with the Securities and Exchange Commission, a performance graph based on the fiscal year end valuation is not presented in the 2007 Annual Report on Form 10-K. For comparative purposes, additional information is provided in the following performance graph based on the Company's fiscal year end valuation based on its appraised value as of March 1, 2008.

Comparison of Five-Year Cumulative Return Based Upon Fiscal Year End Valuation

⁽¹⁾ Companies included in the Peer Group are: A&P, Ahold, Albertson's Inc. (included 2002 to 2005 - no longer publicly traded), Kroger, Safeway, Supervalu, Weis Markets and Winn-Dixie. (Winn-Dixie is included through December 2005 as the company filed for Chapter 11 bankruptcy protection. Winn-Dixie's new common stock is not included for 2006 but is included for 2007.)

PROPOSALS OF STOCKHOLDERS

Proposals of stockholders intended to be presented at the 2009 Annual Meeting of Stockholders must be received at the Company's corporate office prior to November 13, 2008 for consideration for inclusion in the Proxy Statement relating to that meeting.

OTHER MATTERS THAT MAY COME BEFORE THE MEETING

At the date of this Proxy Statement, the Board of Directors knows of no matter other than the matters described herein that will be presented for consideration at the meeting. However, if any other business shall properly come before the meeting, all proxies signed and returned by stockholders will be voted in accordance with the best judgment of the persons voting the proxies.

By order of the Board of Directors,

John A. Attaway, Jr.
Secretary

Lakeland, Florida
March 3, 2008

The Company's 2007 Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, is being mailed with this Proxy Statement on or about March 13, 2008 to stockholders of record and beneficial owners as of the close of business on February 8, 2008. These reports may also be obtained electronically, free of charge, through the Company's website at www.publix.com/annual.

PUBLIX SUPER MARKETS, INC.
ANNUAL MEETING OF STOCKHOLDERS

APRIL 15, 2008

Bring this admission ticket with you to the Annual Meeting of Stockholders on April 15, 2008. **Do not return this top half of your proxy card to Publix as this ticket admits you to the meeting.**

Location

Publix Corporate Office
3300 Publix Corporate Parkway
Lakeland, Florida 33811

Admission Ticket

Meeting Times

Registration begins: 8:00 a.m.
Seating begins: 8:45 a.m.
Meeting begins: 9:30 a.m.

This ticket is valid for your admission to the Annual Meeting of Stockholders. Please note that seating space for the meeting is on a first-come, first-serve basis. Each stockholder may be asked to present a valid picture identification such as a driver's license, state-issued identification or passport to enter the meeting. **Photographs or recordings of the meeting are not permitted.**

FOLD AND DETACH HERE

KEEP THIS HALF OF THE PROXY CARD AS YOUR ADMISSION TICKET IF YOU PLAN TO ATTEND THE ANNUAL MEETING.

Voting Instructions

The Publix Super Markets, Inc. Board of Directors recommends a vote FOR the nominees listed in Item 1 of this proxy. You are encouraged to specify your choice on the reverse side of this card by filling in the appropriate circles using a black ink pen, but you need not fill in any circles if you wish to vote in accordance with the Board of Directors' recommendation. Please be careful to not make any stray marks outside of the circles corresponding to your choices. To complete your voting instructions, sign and date your proxy card, and return it promptly to Publix using the enclosed envelope. The shares represented by this proxy card will not be voted unless you properly sign, date and return this card by April 15, 2008, prior to the Annual Meeting of Stockholders.

If you plan to attend the Annual Meeting of Stockholders in person, please mark the appropriate circle on the reverse side of this proxy card and bring your admission ticket (the top half of this proxy card) with you to the meeting. **Do not return the top half of this proxy card to Publix.**

- i I have multiple accounts and do not want to receive Publix's Annual Report to Stockholders for this account. (You should not fill in this circle on one proxy card.)
- i The address listed above is incorrect. My new address is:

**YOUR PROXY CARD MUST BE RECEIVED PRIOR TO THE
ANNUAL MEETING ON APRIL 15, 2008.**

YOUR VOTE IS VERY IMPORTANT TO US.

FOLD AND DETACH HERE

KEEP THIS HALF OF THE PROXY CARD AS YOUR ADMISSION TICKET IF YOU PLAN TO ATTEND THE ANNUAL MEETING.

PUBLIX SUPER MARKETS, INC.

PROXY SOLICITED BY THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 15, 2008

The undersigned has received the Notice of Annual Meeting of Stockholders (Meeting) to be held on April 15, 2008, the Proxy Statement dated March 3, 2008, and the 2007 Annual Report to Stockholders for the Meeting. The undersigned hereby appoints Howard M. Jenkins, Charles H. Jenkins, Jr. and William E. Crenshaw, or any of them, as proxies with full power of substitution, to vote all shares of Publix common stock that the undersigned is entitled to vote at the Meeting, and at any adjournments or postponements thereof, as described below. The undersigned acknowledges that the signing of this proxy revokes any and all proxies previously given to vote the shares represented by this proxy card at the Meeting.

1. Election of Directors (Fill in the circles using a black ink pen, and be careful to not make any stray marks outside of the circles corresponding to your choices.)

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Carol Jenkins Barnett	i			Sherrill W. Hudson	i			E. Vane McClurg	i		
Hoyt R. Barnett	i			Charles H. Jenkins, Jr.	i			Kelly E. Norton	i		
William E. Crenshaw	i			Howard M. Jenkins	i			Maria A. Sastre	i		

2. Other Matters: The proxies named above, in their discretion, may vote the shares represented by this proxy upon such other matters as may properly come before the Meeting.

Signature

Date

Signature(s) if held jointly

Date

Note: Please sign exactly as your name appears hereon. Joint owners must each sign. When signing as attorney-in-fact, executor, administrator, trustee, guardian or other representative capacity, please give full title as such.

i Please fill in this circle if you plan to attend the Annual Meeting of Stockholders in person on April 15, 2008.

TO THE PARTICIPANTS OF THE PUBLIX SUPER MARKETS, INC.

EMPLOYEE STOCK OWNERSHIP PLAN (ESOP)

Annual Meeting of Stockholders

April 15, 2008 at 9:30 a.m.

Publix Corporate Office, 3300 Publix Corporate Parkway

Lakeland, Florida 33811

Dear ESOP Participant:

The Publix Super Markets, Inc. Annual Meeting of Stockholders (Meeting) is being held on April 15 this year. At the Meeting, the Trustee of the ESOP, Hoyt R. Barnett, or his designee, will vote the shares of Publix common stock allocated to your ESOP account according to your voting instructions.

The Publix Board of Directors recommends a vote FOR the nominees listed in Item 1 of the proxy. You can specify your choice on the last page of this booklet by filling in the appropriate circles using a black ink pen. Please be careful to not make any stray marks outside of the circles corresponding to your choices. If you indicate abstain for any director nominees on your proxy, the Trustee or his designee will not exercise voting rights for your ESOP shares with respect to such director nominees.

To complete your voting instructions, sign and date the proxy card, tear the card along the perforated line to remove it from this booklet, and fold and return it promptly to Publix through Publix's un-metered mail system or using the enclosed envelope. If your properly completed, signed and dated proxy card is not received prior to the Meeting, the Trustee or his designee will vote your ESOP shares in his discretion.

If you plan to attend the Annual Meeting of Stockholders in person, please fill in the appropriate circle on the attached proxy on the last page of this booklet.

Thank you,

Plan Administrator

Publix Super Markets, Inc.

March 3, 2008

PROXY CARDS MUST BE RECEIVED PRIOR TO THE ANNUAL MEETING ON

APRIL 15, 2008.

YOUR VOTE IS VERY IMPORTANT TO US.

VOTING CARD IS ON THE LAST PAGE OF THIS BOOKLET

PUBLIX SUPER MARKETS, INC.

**REQUEST FOR VOTING INSTRUCTIONS IN CONNECTION WITH
THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 15, 2008**

The undersigned has received the Notice of Annual Meeting of Stockholders (Meeting) to be held on April 15, 2008, the Proxy Statement dated March 3, 2008, and the 2007 Annual Report to Stockholders for the Meeting. The undersigned, a participant or beneficiary in the Publix Super Markets, Inc. Employee Stock Ownership Plan (ESOP), with respect to all shares of Publix common stock allocated to the ESOP account of the undersigned, the voting rights of which are accorded to the undersigned under the ESOP (the Account Shares), hereby requests and instructs Hoyt R. Barnett, Trustee of the ESOP, or the Trustee's designee, as proxy to vote all of the Account Shares that the undersigned is entitled to vote at the Meeting, and at any adjournments or postponements thereof, in any manner and with the same effect as if the undersigned were the record owner of the Account Shares. The undersigned authorizes and instructs the Trustee or his designee to vote as described below. The undersigned acknowledges that the signing of this proxy revokes any and all proxies previously given to vote the Account Shares represented by this proxy card at the Meeting.

1. Election of Directors (Fill in the circles using a black ink pen, and be careful to not make any stray marks outside of the circles corresponding to your choices.)

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Carol Jenkins Barnett	i	i	i	Howard M. Jenkins	i	i	i
Hoyt R. Barnett	i	i	i	E. Vane McClurg	i	i	i
William E. Crenshaw	i	i	i	Kelly E. Norton	i	i	i
Sherrill W. Hudson	i	i	i	Maria A. Sastre	i	i	i
Charles H. Jenkins, Jr.	i	i	i				

2. Other Matters: The Trustee of the ESOP or his designee, in such person's discretion, may vote the Account Shares represented by this proxy card upon such other matters as may properly come before the Meeting.

The Account Shares of the undersigned will be voted as instructed above by the Trustee or his designee if this proxy card is properly executed and received by the Plan Administrator prior to the Meeting on April 15, 2008. If no voting instructions are marked but you have signed and dated the proxy card, the Trustee or his designee will vote the Account Shares in his discretion. If your properly completed, signed and dated proxy card is not received prior to the Meeting, the Trustee or his designee will vote the Account Shares in his discretion.

Signature

Date

Note: Please sign exactly as your name appears on the reverse side of this proxy card. When signing as attorney-in-fact, executor, administrator, trustee, guardian or other representative capacity, please give full title as such.

i Please fill in this circle if you plan to attend the Annual Meeting of Stockholders in person on April 15, 2008.

PROMPTLY MARK, SIGN, DATE, TEAR ALONG THE PERFORATED LINE TO REMOVE

PROXY CARD FROM BOOKLET, FOLD AND RETURN EITHER THROUGH

PUBLIX'S UNMETERED MAIL SYSTEM OR IN THE ENCLOSED ENVELOPE.

Return to:

Retirement Department

Publix Corporate Office

Lakeland