

Edgar Filing: FLEMING COMPANIES INC /OK/ - Form 4

FLEMING COMPANIES INC /OK/

Form 4

August 19, 2002

 SEC 1474 POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTIONS OF INFORMATION
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 DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

 FORM 4

 OMB APPROVAL

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 SECTION 16. FORM 4
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 MAY CONTINUE. SEE
 INSTRUCTION 1 (b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6. R
Northcutt	Scott	M.	Fleming Companies, Inc. (FLM)	t
(Last)	(First)	(Middle)		
Fleming Companies, Inc.			3. IRS Identification	4. Statement for
1945 Lakepointe Drive			Number of Reporting	Month/Year
(Street)			Person, if an entity	08/02
			(voluntary)	
Lewisville,	TX	75029		5. If Amendment,
(City)	(State)	(Zip)		Date of Original
				(Month/Year)
				7. I
				(

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DIS

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of curities B cially Own End of Mon (Instr. 3
		Code	V Amount (A) or Price (D)	

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Common Stock, \$2.50 par value 8/7/02 A V 12,000 A * 40,341

* These shares represent restricted stock awarded under the 2002 Stock Incentive Plan

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(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)	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.
			Code	V (A) (D)	Date Exercisable	Expiration Date

