

FROZEN FOOD EXPRESS INDUSTRIES INC

Form SC 13G/A

January 26, 2009

CUSIP No. 359360104

13G/A

Page 1 of 5 Pages

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**Frozen Food Express Industries, Inc.**

---

(Name of Issuer)

**Common Stock, \$1.50 par value**

---

(Title of Class of Securities)

**359360104**

---

(CUSIP Number)

**December 31, 2008**

---

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP No. 359360104

13G/A

Page 2 of 5 Pages

1. Name of Reporting Persons.

I.R.S. Identification No. of above persons (entities only).

**Delaware Charter Guarantee & Trust Company dba Principal Trust Company as Trustee for the Frozen Food Express Industries, Inc. 401(k) Savings Plan, IRS No. 51-0099493.**

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: **Delaware**

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power:

**0**

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person With:

6. Shared Voting Power:

**1,261,613**

7. Sole Dispositive Power:

**0**

8. Shared Dispositive Power:

**1,261,613**

9. Aggregate Amount Beneficially owned by Each Reporting Person: **1,261,613**

10. Check if Aggregate Amount in Row (9) Excludes Certain Shares:

11. Percent of Class Represented by Amount in Row (9): **7.49%**

12. Type of Reporting Person: **EP**

---

**CUSIP No. 359360104**

**13G/A**

**Page 3 of 5 Pages**

Item 1.

(a) Name of Issuer:

**Frozen Food Express Industries, Inc.**

(b) Address of Issuer's Principal Executive Offices:

**1145 Empire Central Place**

**Dallas, TX 75247-4300**

Item 2.

(a) (c) Name, Principal Business Address and Citizenship of Person Filing:

**Delaware Charter Guarantee & Trust Company dba Principal Trust Company as Trustee  
for the Frozen Food Express Industries, Inc. 401(k) Savings Plan  
1013 Centre Road**

**Wilmington, Delaware 19805**

Citizenship: **Delaware**

(d) Title of Class of Securities: **Common Stock, \$1.50 par value**

(e) CUSIP Number: **359360104**

Item 3. If this statement is filed pursuant to Rule 13D-1(b) or 13D-2(b) or (c), check whether the person filing is a:

**(f) x An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);**

Item 4. Ownership - Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) **The Frozen Food Express Industries, Inc. 401(k) Savings Plan ( Plan ) is subject to the Employee Retirement Income Security Act of 1974 ( ERISA ). Delaware Charter Guarantee & Trust Company dba Principal Trust Company acts as the Trustee for the Frozen Food Express Industries, Inc. 401(k) Savings Plan Trust ( Trust ). As of December 31, 2008, the Trust held 1,261,613 shares of the Issuer s common stock. The securities reported include all shares held of record by the Trustee as trustee of the Trust. The issuer directs the Trustee with respect to the voting and disposition of shares for the Plan and the Trustee follows such direction. The Trustee, however, is subject to fiduciary duties under ERISA. The Trustee disclaims beneficial ownership of the shares of common stock that are the subject of this Schedule 13G.**

(b) **The 1,261,613 shares of common stock represent 7.49% of the Issuer s outstanding shares of common stock. The percent of class is based on shares outstanding as of December 31, 2008, as provided by the Issuer.**

---

CUSIP No. 359360104

13G/A

Page 4 of 5 Pages

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: **0**
- (ii) Shared power to vote or direct the vote: **1,261,613**
- (iii) Sole power to dispose or direct the disposition of: **0**
- (iv) Shared power to dispose or direct the disposition of: **1,261,613**

**Item 5. Ownership of Five Percent or Less of Class**

Not Applicable

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being**

**Reported on by the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of having or influencing the control of the issuer of the securities and are not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

CUSIP No. 359360104

13G/A

Page 5 of 5 Pages

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Delaware Charter Guarantee & Trust Company**

/s/ Kristin Camp  
**Kristin Camp**  
**Manager, Trust Services**  
**January 26, 2009**

---