

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

FLEMING COMPANIES INC /OK/

Form 4

November 19, 2002

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

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(h) of the Investment Company Act of 1940

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

(Print of Type Responses)

1. Name and Address of Reporting Person*

Hernandez Carlos M.

(Last) (First) (Middle)

Fleming Companies, Inc.
1945 Lakepointe Drive

(Street)

Lewisville TX 75029

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Fleming Companies, Inc. (FLM)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

11/19/02

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. Vice President-General Counsel and Secretary

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price
			Code	V	Amount	(A) or (D)	
Common Stock \$2.50 Par Value	11/19/02		P		1,400	A	\$5.33
	11/19/02		P		2,100	A	5.40

FORM 4 (continued)

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

2.
Conver-

5.

7.

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1.	2.	3.	3A.	4.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6.	Title and Amount of Underlying Securities (Instr. 3 and 4)	
Title of Derivative Security (Instr. 3)	Exercise Price of Derivative Security	Transaction Date (mm/dd/yy)	Deemed Execution Date if any (mm/dd/yy)	Transaction Code (Instr. 8) Code V	(A)	(D)	Exercisable and Expiration Date (Month/Day/Year)	Expir- tion Date	Amount or Number of Shares

=====									

Explanation of Responses:

CARLOS M. HERNANDEZ

11/19/02

 **Signature of Reporting Person

 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.