ALLEN ROBERT A Form 4 March 14, 2003

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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 Repor	ting Person*				
Allen	Robert	Α.			
(Last) Fleming Companies, Inc. 1945 Lakepointe Drive	(First)	(Middle)			
	(Street)				
Lewisville	TX	75029			
(City)	(State)	(Zip)			
2. Issuer Name and Ticker or Fleming Companies, Inc. (FLM)	Trading Symbol				
3. I.R.S. Identification Num	ber of Reporting Pe	rson, if an entity (voluntar			
4. Statement for Month/Day/Y	ear				
3/12/03					
5. If Amendment, Date of Ori	ginal (Month/Day/Ye	ar)			

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

_ Director x Officer (give tit Exec Vice President		1_1	10% Owner Other (speci	fy below)		
7. Individual or Joint/Gr	Reporting	Person				
Table I Non-D	erivative S or Benefi	ecurities Acc cially Owned	quired, Dispos			
	2. Trans-	2A. Deemed Execution	3. Transaction Code	4. Securities According to the securities According to the securities According to the security and the secu	D)	(A) or
1. Title of Security (Instr. 3)	action Date	Date, if any (mm/dd/yy)	(Instr. 8) Code V		(A) or (D)	Price

FORM 4 (continued)

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

1. Title of	ative	3. Trans- action Date	ion	8)	1 ,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or	
							Date Exer-	Expira- tion		Number of
(Instr. 3)	ity 	уу)	уу)	Code V	(A)	(D)	cisable	Date	Title	Shares
Employee Sto	t	2/10/02			105 ((1)	0/11/10	Common	105 000
to Buy)	\$2.50 	3/12/03 		A 	125 , 000 		(1)	3/11/13	Stock 	125 , 000
Explanation	of Respo	nses:								

ROBERT A. ALLEN 3/14/03
------**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.

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