

Edgar Filing: MARQUARD WILLIAM H - Form 4

MARQUARD WILLIAM H
Form 4
August 20, 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

[] CHECK THIS BOX IF NO
LONGER SUBJECT TO
SECTION 16. FORM 4
OR FORM 5 OBLIGATIONS
MAY CONTINUE. SEE
INSTRUCTION 1(b).

OMB Number: 3235-0287
Expires: January 31, 2005
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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
Marquard	William	H.	Fleming Companies, Inc. (FLM)		t
(Last)	(First)	(Middle)			
Fleming Companies, Inc.			3. IRS Identification		
1945 Lakepointe Drive			Number of Reporting		
			Person, if an entity		
			(voluntary)		
(Street)			4. Statement for		
			Month/Year		
Lewisville	TX	75029	08/02		
			5. If Amendment,		
			Date of Original		
			(Month/Year)		
(City)	(State)	(Zip)			7. I
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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	10,000	A	*	53,500**
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*These shares represent stock awarded under the 2002 Stock Incentive Plan

**Does not reflect 75,000 shares that the registrant acquired upon the exercise of options and disposed of pursuant to a Qualified Domestic Relations Order.

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

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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

/s/ WILLIAM H. MARQUARD

8-19-2002

**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.