

FLEMING COMPANIES INC /OK/

Form 4

September 24, 2002

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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).

1. Name and Address of Reporting Person* Hallett, Carol B. <i>(Last) (First) (Middle)</i> Air Transport Association of America 1301 Pennsylvania Ave., NW, Suite 1100 <i>(Street)</i>	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) 		
Washington D.C. 20004-1707 <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year 9/23/02 	5. If Amendment, Date of Original (Month/Day/Year) 		
<table border="0" style="width: 100%;"> <tr> <td style="width: 33%; vertical-align: top;"> 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) ☒ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below) </td> <td style="width: 33%; vertical-align: top;"> 7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form Filed by One Reporting Person ☐ Form Filed by More than One Reporting Person </td> </tr> </table>			6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) ☒ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)	7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form Filed by One Reporting Person ☐ Form Filed by More than One Reporting Person
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) ☒ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)	7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form Filed by One Reporting Person ☐ Form Filed by More than One Reporting Person			

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).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
---	--	--	--	---	---	--	---

		(A) or (D)	
Code V	Amount		Price

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
---	--	---	---	-----------------------------------	---

	Code V	(A)	(D)
--	--------	-----	-----

Stock Equivalent Units	1-for-1	9-23-02		A V	231.481
------------------------	---------	---------	--	-----	---------

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
---	---	--	--	---	---

Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(1)	(1)	Common Stock	231.481	6,414.341	D

Explanation of Responses:

(1) The cash value represented by the Stock Equivalent Units will be paid on January 1 of the first year following the year in which the reporting person ceases to be a director, either in one lump sum payment or in annual installments for up to a ten-year period

/s/ Carol B. Hallett

9-24-02

**Signature of Reporting
Person

Date

** 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.