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FLEMING COMPANIES INC /OK/

Form 8-K

May 27, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 25, 2004

FLEMING COMPANIES, INC.

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(Exact Name of Registrant as Specified in Charter)

Oklahoma	1-8140	48-0222760
----- (State or Other Jurisdiction of Incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)
1945 Lakepointe Drive, Lewisville, Texas		75057
----- (Address of Principal Executive Offices)		----- (Zip code)

Registrant's telephone number, including area code: (972) 906-8000

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On May 25, 2004, Fleming Companies, Inc. issued a press release announcing that it had received approval of its Disclosure Statement and Solicitation Procedures during a hearing held on May 25, 2004 in the United States Bankruptcy Court for the District of Delaware. The press release is attached as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial statements of businesses acquired.

Not applicable

(b) Pro forma financial information.

Not applicable

(c) Exhibits.

99.1 Press Release dated May 25, 2004.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLEMING COMPANIES, INC.

Date: May 27, 2004

By: /s/ Rebecca A. Roof

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Rebecca A. Roof  
Interim Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
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99.1	Press Release dated May 25, 2004.