

SALES WAYNE C
Form 4/A
May 24, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SALES WAYNE C

2. Issuer Name and Ticker or Trading Symbol
SUPERVALU INC [SVU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11840 VALLEY VIEW ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

EDEN PRAIRIE, MN 55344

4. If Amendment, Date Original Filed (Month/Day/Year)
03/25/2013

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/21/2013		M	V Amount (A) or (D) Price	742,277 (4) A (1) 742,952.556 (4)	D	
Common Stock	03/21/2013		F(2)	V Amount (A) or (D) Price	326,581 (4) D \$ 4.68 416,371.556 (4)	D	
Common Stock	03/21/2013		F(2)	V Amount (A) or (D) Price	210,006 (4) D \$ 4.68 206,365.556 (4)	D	
Common Stock	03/21/2013		M	V Amount (A) or (D) Price	447,155 (4) A (3) 653,520.556 (4)	D	

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

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SEC 1474 (9-02)

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Performance Shares	\$ 0 ⁽¹⁾	03/21/2013		M	742,277 ⁽⁴⁾	03/21/2013 08/02/2014 ⁽¹⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALES WAYNE C 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344			X	

Signatures

By: Todd N. Sheldon, Attorney in Fact For: Wayne C. Sales
Date: 05/24/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- The performance stock units granted on August 12, 2012, represent a contingent right to receive shares of SUPERVALU common stock.
- (1) The 447,155 performance shares reported were subject to vesting in a range of 0% to 300% based on the increase in the stock price. Based on the company's stock price, performance shares representing 166.0 percent of the target shares vested, as provided in the award agreement. See also footnote (4) below.
 - (2) Withholding of shares of common stock to satisfy tax withholding obligations.
 - (3) The restricted stock units vested and converted into shares of SUPERVALU common stock upon a change of control of the company.
- This filing has been amended to decrease the number of shares previously reported to correct an error in the calculation of shares due to
- (4) rounding of fractional shares, initially reported in footnote (1) above as 166.260 percent. The total amount of securities held has been adjusted accordingly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.