

SMITH SHERRY M  
Form 4  
January 31, 2005

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SMITH SHERRY M**

(Last) (First) (Middle)

11840 VALLEY VIEW ROAD

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/27/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Sr Vp Finance & Treasurer

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

**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 Ownership (Instr. 4)
Common Stock	01/27/2005		F	5,848 D	\$ 31.57 33,305	D	
Common Stock	01/28/2005		S	200 D	\$ 32.01 33,105	D	
Common Stock	01/28/2005		S	3,800 D	\$ 32 29,305	D	
Common Stock					1,011.3821	I	by 401(k)

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

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SEC 1474  
(9-02)

**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 An Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (Right to Buy)	\$ 14.5	01/27/2005		M		6,201		<u>(1)</u>	03/14/2010	Common Stock
Incentive Stock Option (Right to Buy)	\$ 15.9	01/27/2005		M		930		<u>(1)</u>	04/09/2013	Common Stock
Incentive Stock Option (Right to Buy)	\$ 23.0782	01/27/2005		M		8,000		<u>(1)</u>	04/08/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.5	01/27/2005		M		5,799		<u>(1)</u>	03/14/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.9	01/27/2005		M		7,072		<u>(1)</u>	04/09/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.935	01/27/2005		M		899	10/10/2001	04/11/2005		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.935	01/27/2005		M		2,614	10/10/2001	03/14/2010		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.935	01/27/2005		M		1,494	10/10/2001	03/14/2010		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.5938	01/27/2005		M		790	07/29/1998	04/11/2005		Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 26.2813	01/27/2005	M	22	02/09/1999	04/11/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.2813	01/27/2005	M	166	02/09/1999	04/08/2006	Common Stock
Non-Qualified Stock Option (right to buy) (2)	\$ 31.57	01/27/2005	A	5,848	01/27/2005	04/08/2008	Common Stock
Non-Qualified Stock Option (right to buy) (2)	\$ 31.57	01/27/2005	A	2,848	01/27/2005	03/14/2010	Common Stock
Non-Qualified Stock Option (right to buy) (2)	\$ 31.57	01/27/2005	A	4,196	01/27/2005	03/14/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.57	01/27/2005	A	468	01/27/2005	04/09/2013	Common Stock
Non-Qualified Stock Option (right to buy) (2)	\$ 31.57	01/27/2005	A	5,118	01/27/2005	04/09/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH SHERRY M 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344			Sr Vp Finance & Treasurer	

## Signatures

Smith, Sherry  
M. 01/31/2005

\*\*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).

(1) Vesting occurs at 20% each year beginning on the grant date and continues to the fourth anniversary of the grant date.

(2)

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Grant to reporting person of option to purchase shares of common stock under Issuer's 2002 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.

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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